Annual Report 2024

Maximizing Potential: Driving Performance and Value Creation

INTERNATIONAL CEMENT GROUP

Contents

Maximizing Potential: Driving Performance and Value Creation

With the successful commissioning of the Korcem Plant, International Cement Group ("ICG") has entered a new phase of operational excellence and market expansion, further cementing its position as the largest dry-process cement producer in Kazakhstan. This strategic milestone enhances our ability to meet growing regional demand, capitalize on infrastructure-driven growth opportunities, and strengthen our competitive edge in Central Asia.

As we move forward, the Group remains focused on optimizing plant utilization, improving operational efficiencies, and enhancing financial performance to maximize value for stakeholders.

Beyond operational enhancements, ICG is committed to long-term value creation by reinforcing financial resilience, optimizing capital structures, and integrating sustainability-driven initiatives. Our strategy is built on responsible growth, disciplined financial management, and a commitment to innovation, ensuring we continue to deliver sustainable returns while advancing our leadership in the industry.

At a Glance

ABOUT INTERNATIONAL CEMENT GROUP

International Cement Group Ltd. (the "Company", and together with its subsidiaries, the "Group") is primarily involved in the production, sale and/or distribution of cement, gypsum plasterboards, and related products in the Central Asia region.

The Group owns and operates the largest cement plant in the Khatlon region of Tajikistan, with an annual production capacity of 1.2 million metric tonnes. Additionally, the Group owns and operates a grinding station in Kolkhozabad with an annual production capacity of 0.6 million metric tonnes, and a gypsum plasterboard plant in the Yovon district with an annual production capacity of 30 million square meters, which commenced commercial production in December 2023.

Beyond its operations in Tajikistan, the Group has a strong presence in Kazakhstan, where it owns and operates three cement plants. The plants in Almaty and East Kazakhstan regions have annual production capacities of 1.2 million and 1.0 million metric tonnes, respectively. In November 2024, the Group officially opened the Korcem cement plant in the Korday district, Jambyl region, adding 1.5 million metric tonnes of annual capacity. With this latest addition, the Group has strengthened its position as the largest dry-process cement producer in Kazakhstan.

The Group also has an established presence in the manufacturing and marketing of aluminum extrusions for the construction industry in Singapore.

OUR BRANDS

Alacem

Sharcem

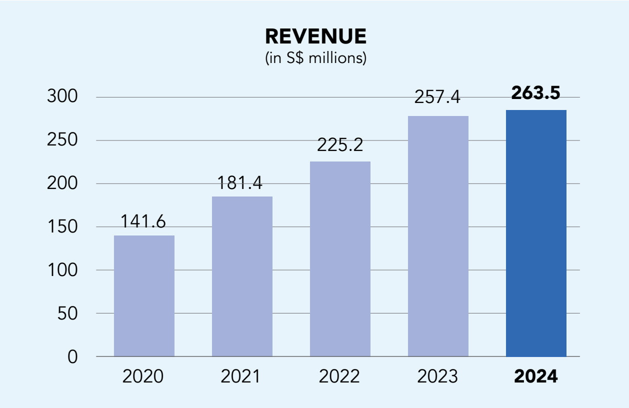
Korcem

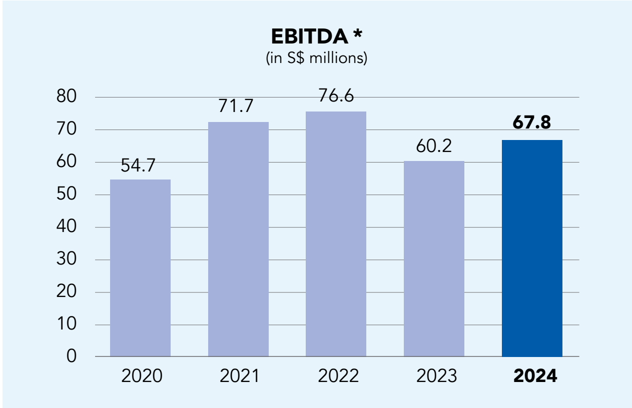
Мохир семент

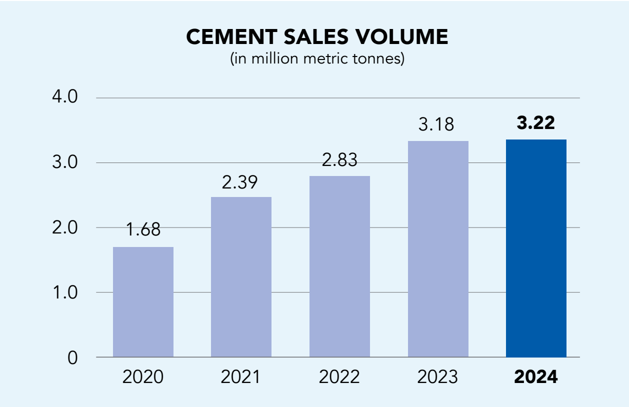
	Existing Plant	Location	Annual Production Capacity
	TAJIKISTAN		
	1 Cement Plant - IMCCMC	Yovon District, Khatlon Region	1.2 mil MT
	1 Grinding Station - MC	Kolkhozabad, Khatlon Region	0.6 mil MT
	1 Drywall (Gypsum Plasterboard) Plant - MI	Yovon District, Khatlon Region	30 mil m²
	KAZAKHSTAN		
	Central Asia Headquarters	Almaty City	–
	1 Cement Plant - Alacem	Sary-Ozek, Almaty Region	1.2 mil MT
	1 Cement Plant - Sharcem	Jarminsky District, East Kazakhstan Region	1.0 mil MT
	1 Cement Plant - Korcem	Korday District, Jambyl Region	1.5 mil MT

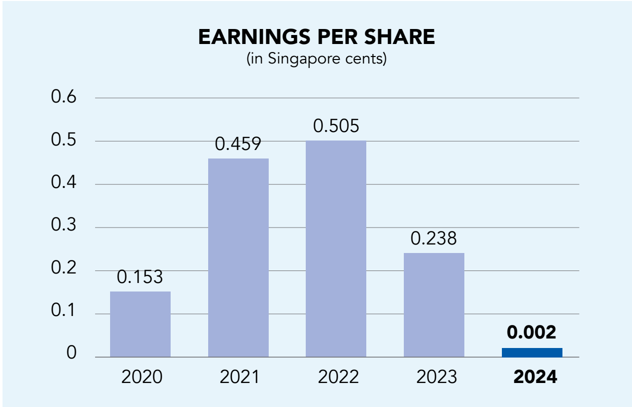

HEADQUARTERS
CEMENT SEGMENT
ALUMINIUM SEGMENT
OTHERS SEGMENT
Sharcem
East Kazakhstan Region
KAZAKHSTAN
Alacem
Almaty Region
Central Asia
Headquarters
Almaty City
Korcem
Jambyl Region
KYRGYZSTAN
UZBEKISTAN
TAJIKISTAN
IMCCMC / MI
Khatlon Region
TURKMENISTAN
MC
Khatlon Region
SINGAPORE
Corporate Headquarters

Financial Highlights





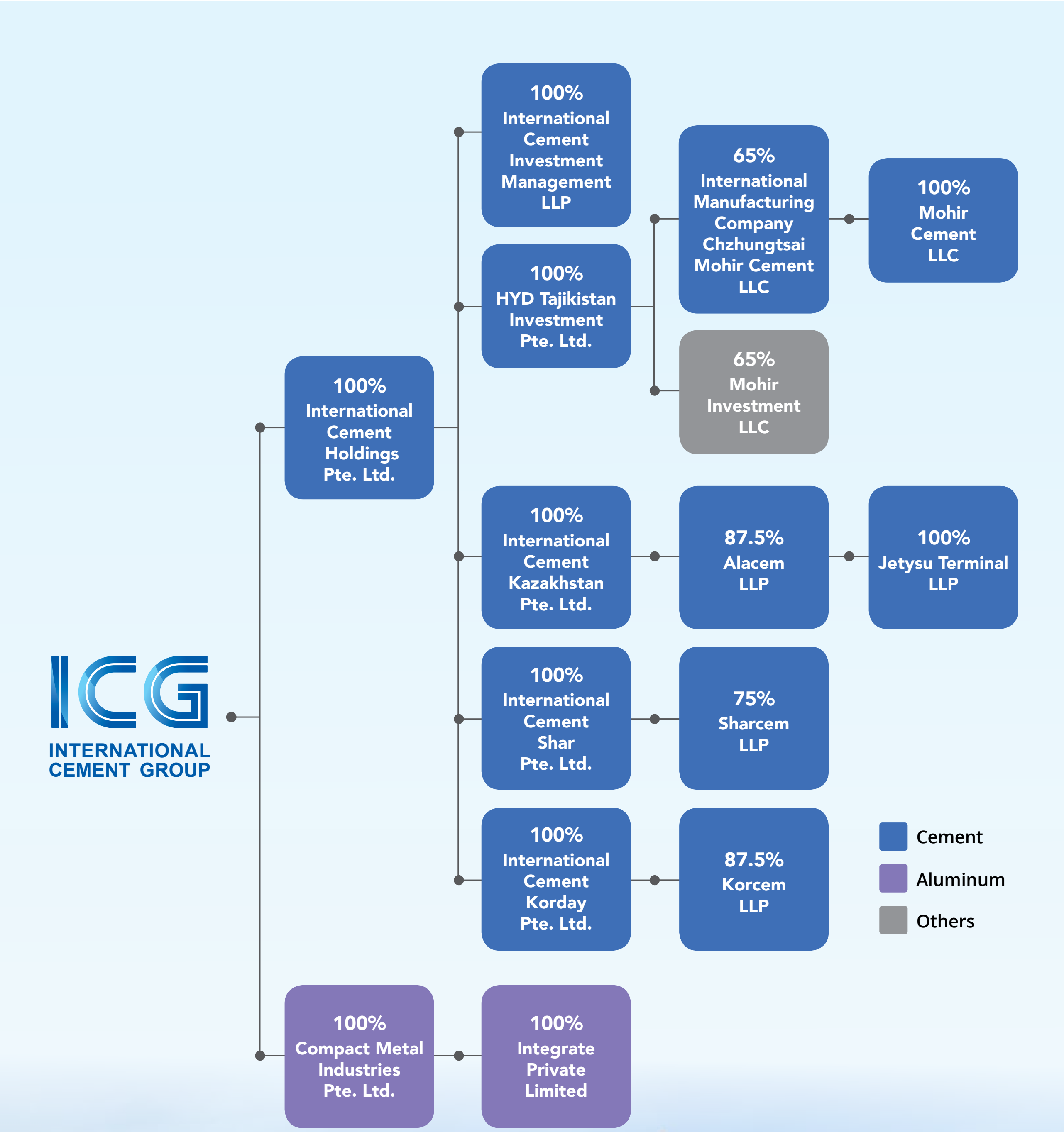




S$'000 (unless otherwise stated)	2024	2023	2022	2021	2020
Cement sales volume (million metric tonnes)	**3.22**	3.18	2.83	2.39	1.68
Revenue	**263,542**	257,398	225,195	181,429	141,626
Earnings before interest, tax, depreciation and amortisation ("EBITDA") *	**67,823**	60,210	76,601	71,669	54,691
Profit before tax	**16,587**	45,122	46,680	46,723	26,229
Profit after tax	**2,536**	26,582	38,830	37,384	18,894
Profit attributable to owners of the Company	**135**	13,676	28,940	26,350	8,788
EBITDA margin (%)	**25.7**	23.4	34.0	39.5	38.6
Net profit margin (%)	**1.0**	10.3	17.2	20.6	13.3
Basic and diluted earnings per share (Singapore cents)	**0.002**	0.238	0.505	0.459	0.153
Total assets	**603,150**	557,512	487,530	393,188	337,423
Total liabilities	**325,453**	266,494	198,252	120,636	98,194
Total equity	**277,697**	291,018	289,278	272,552	239,229
Equity attributable to owners of the Company	**237,546**	244,440	233,956	224,258	192,744
Net asset value per share (Singapore cents)	**4.14**	4.26	4.08	3.91	3.36
Net cash from operating activities	**64,733**	78,881	63,990	51,959	49,905
Net cash used in investing activities	**(48,616)**	(42,559)	(47,130)	(60,607)	(26,118)
Net cash (used in)/from financing activities	**(16,771)**	(41,296)	(17,517)	10,776	(25,763)
Cash and cash equivalents	**5,700**	6,434	11,531	12,283	10,047

* *EBITDA is defined as profit before tax add net foreign exchange gains/losses, gain/loss on disposal/winding-up of subsidiaries, net fair value gains/losses, interest income, impairment losses as well as total depreciation and amortisation expenses*

Corporate Structure



Message to the Shareholders

Dear Shareholders,

On behalf of the Board of Directors, we are pleased to present the Annual Report of International Cement Group Ltd ("ICG" or the "Company", and together with its subsidiaries, the "Group") for the financial year ended 31 December 2024 ("FY2024").

FINANCIAL PERFORMANCE & KEY HIGHLIGHTS

Despite macroeconomic headwinds, ICG continued to strengthen its market position in Central Asia, delivering a 2% increase in revenue to S$263.5 million in FY2024, up from S$257.4 million in the prior year. This growth was mainly driven by higher cement sales volumes in Kazakhstan, as well as expanding contributions from key customers, including a main distributor in Kazakhstan whose sales contribution grew from S$26.1 million (10% of revenue) in FY2023 to S$33.4 million (13% of revenue) in FY2024.

However, net profit attributable to shareholders declined to S$0.1 million, compared to S$13.7 million in FY2023, due to unrealised foreign exchange losses of S$29.8 million from the significant depreciation of the Kazakhstani Tenge against the United States Dollar and Chinese Yuan, as well as a S$7.6 million impairment loss on operating assets of the gypsum plasterboard plant, which faced lower-than-expected demand for its finished products.

Excluding these non-cash losses, the Group's underlying operations recorded a net profit of S$39.9 million, up from S$25.3 million in FY2023.

Amid a challenging business environment, we remained committed to our long-term strategy and expansion plans. The completion of the Korcem cement plant in November 2024 marks a significant milestone, increasing our annual production capacity by 1.5 million metric tonnes to 5.5 million metric tonnes, solidifying ICG's position as the largest dry-process cement producer in Kazakhstan.

OPERATIONAL PROGRESS & STRATEGIC EXPANSION

Strategically located near the financial hub of Almaty and the Alatau Special Economic Zone (SEZ), the Korcem Plant is well-positioned to meet the growing demand for high-quality building materials while also benefiting from strong export demand from Bishkek, Kyrgyzstan.

The plant's official opening ceremony, attended by Governor of Jambyl Region, Mr. Yerbol Karashukeyev, underscores its strategic importance to Kazakhstan's infrastructure development agenda. The plant is expected to begin contributing to sales from 2H2025.

ICG differentiates itself through strategic location advantages, vertical integration, and operational efficiencies. Our plants are closer to major demand centers, reducing transportation costs. We own key raw material resources, including limestone mines and clinker production facilities, ensuring cost advantages and product quality consistency.

Alongside this expansion, we have deepened partnerships with distributors across Kazakhstan and Tajikistan, increasing market penetration and strengthening long-term sales pipelines. In addition, we remain focused on enhancing our gypsum plasterboard product offerings and expanding direct sales to major construction projects, positioning this segment for future growth and diversification.

REINVESTING FOR PROFITS AND GROWTH

The Group believe that both Kazakhstan, Tajikistan and Central Asia will see continuing demand for cement and construction related products. This fuelled by infrastructure projects (for example transportations and energy sectors) funded by both private and public sectors.

To be one of the significant players – in the cement trade – we must be able to produce significant volume of output, and to some extent influence prices through product differentiation. Our strategy, in the past few years, has been to increase output significantly and strengthen our distribution network (enabling us further outreach and increasing market share). The current capacity of 5.5 million metric tonnes places us as one of the major player. This is only possible with reinvestment of our earnings and increasing our borrowings.

Looking ahead, the Group will explore further in increasing its outreach, including export opportunities to other Central Asia countries. Both Kazakhstan and Tajikistan markets may see consolidation among producers which could potentially provide the Group opportunities to further increase itself presence.

[1] *Source: IMF Projects Kazakhstan's Economic Growth to Stabilize at 3.5% in 2025 - The Astana Times*
[2] *Source: Tajikistan: Economy | Asian Development Bank*

OUTLOOK FOR 2025

Looking ahead, cement demand in Central Asia remains strong, supported by government-led infrastructure development and urbanization trends.

As of February 2025, the International Monetary Fund ("IMF") estimates Kazakhstan's real GDP growth to stabilize at around 3.5% in 2025[1], supported by robust activity in manufacturing, construction, and services. Tajikistan's GDP growth is expected to expand by 6.0% in 2024 and 2025[2] according to the Asian Development Bank, with significant investments in energy and transportation, particularly the Rogun Hydropower Project and national road network upgrades.

With expanded capacity, a strengthened distribution network, and enhanced operational efficiencies, ICG is well-positioned to capture these growth opportunities.

To support our long-term growth strategy, we are focusing on three key priorities.

First, we will closely monitor the ramp-up of the Korcem plant, ensuring its smooth integration into our production network, while proactively addressing machinery reliability and operational challenges. Second, we will continue strengthening relationships with existing distributors while actively pursuing new partnerships, further expanding our market presence and securing a larger market share in Kazakhstan and Tajikistan. We will maintain strict financial discipline, optimize cash flow management, and control costs to preserve profitability.

RIGHTSIZING ALUMINIUM OPERATIONS

As part of our strategic focus on core businesses, we have gradually rightsized our aluminium operations to align with our long-term growth priorities. This transition allows us to reallocate resources to our core cement and building materials businesses, ensuring a sharper strategic focus and stronger financial position for sustainable growth.

As of 31 December 2024, the Group's order book stood at approximately S$2.8 million, including variation orders, with projects expected to be completed progressively over the next three years.

COMMITMENT TO GOVERNANCE AND SUSTAINABILITY

In 2024, we were honored to receive the Singapore Corporate Governance Award (Small Cap) at the Securities Investors Association (Singapore) ("SIAS") Investors' Choice Awards and achieved a ranking of 36th out of 477 companies in the Singapore Governance and Transparency Index ("SGTI"). These achievements underscore our steadfast commitment to transparency, accountability, and sustainable value creation.

Our sustainability efforts remain focused on enhancing resource efficiency, minimizing our environmental footprint, and adopting best-in-class manufacturing processes. We actively manage industrial emissions by deploying energy-efficient kiln technology and reducing the clinker-to-cement ratio using alternative materials such as fly ash and slag.

By integrating sustainability into our core business operations, we ensure long-term value creation while contributing positively to local communities.

BOARD CHANGES & APPRECIATION

On behalf of the Board, I extend my sincere gratitude to our management and staff for their dedication and resilience throughout the year. I also thank my fellow Board members for their invaluable guidance and expertise in steering ICG toward sustained success.

We would like to acknowledge Mr. Wong Chee Meng Lawrence, who stepped down as Independent Director on 16 September 2024. We thank him for his significant contributions to ICG and wish him all the best in his future endeavors. Our existing Independent Director Mr. Ng Kian Guan has taken over as Lead Independent Director from Mr. Wong Loke Tan as of 16 September 2024.

We are also pleased to welcome Mr. Lee Chow Soon, who was appointed as an Independent Director on 30 December 2024. With over a decade of experience in governance and corporate advisory, Mr. Lee brings valuable strategic insight and expertise to the Board.

Finally, I extend my heartfelt thanks to our customers, business partners, and shareholders for your continued confidence in ICG. Together, we will achieve new milestones and deliver on our commitment to long-term growth and value creation.

MA ZHAOYANG
Chairman

ZHANG ZENGTAO
Chief Executive Officer

执行主席与首席执行官致辞

尊敬的股东：

我们谨代表董事会，欣然呈报国际水泥集团有限公司（“ICG”或“公司”，连同其附属公司统称“集团”）截至2024年12月31日财政年度的年度报告（“2024财年”）。

财务表现与核心亮点

尽管面临宏观经济逆风，本集团持续巩固在中亚地区的市场地位，2024财年营收同比增长2%至2.635亿新元（2023财年为2.574亿新元）。此增长主要得益于哈萨克斯坦水泥销量提升及核心客户贡献扩大，这其中包括哈萨克斯坦某主要经销商销售额占比从2023财年的2,610万新元（占营收10%）攀升至2024财年的3,340万新元（占营收13%）。

然因哈萨克斯坦坚戈兑美元及人民币大幅贬值产生2,980万新元未实现汇率损失，叠加石膏板厂制成品需求未达预期计提760万新元资产减值，2024财年股东应占净利润缩减至10万新元（2023财年为1,370万新元）。

若剔除上述非现金损失，本集团核心业务录得净利润3,990万新元，较2023财年2,530万新元实现增长。

在复杂经营环境中，本集团坚守长期战略和扩张规划。2024年11月投产的Korcem 水泥厂具有里程碑意义，将集团的年产能增加150万吨至550万吨，进一步夯实ICG作为哈萨克斯坦最大干法水泥生产商的行业地位。

运营进展与战略拓展

Korcem 水泥厂毗邻阿拉木图金融中心及阿拉套经济特区，既可满足本土优质建材需求增长，亦受益于吉尔吉斯斯坦比什凯克地区的强劲需求。

江布尔州州长 Yerbol Karashukeyev 先生亲临投产仪式，彰显该项目对哈萨克斯坦基础设施发展的重要性。预计该厂将于2025年下半年开始贡献营收。

本集团依托区位优势、垂直整合及运营效率构筑差异化竞争力。生产基地邻近需求中心以降低运输成本，自有石灰石矿山及熟料生产线保障成本优势与品质稳定。

借力产能扩张，本集团深化与哈萨克斯坦及塔吉克斯坦经销商合作，提升市场渗透率并构建长效销售渠道。同时，着力优化石膏板产品线并拓展重点工程直供业务，为多元化发展奠定基础。

再投资促进利润与增长

本集团认为，哈萨克斯坦、塔吉克斯坦及整个中亚地区对水泥及建筑相关产品的需求将持续增长。这一趋势主要由公、私部门投资的基建项目（如交通和能源领域）所驱动。

作为水泥市场的重要参与者，我们必须保持可观的产量规模，并通过产品差异化在一定程度上影响市场价格。过去几年，我们的战略重点在于大幅提升产能并强化分销网络（从而扩大业务覆盖范围并提升市场份额）。目前550万吨的年产能已使我们成为区域主要生产商之一。这一成就离不开持续的收益再投资及扩大融资规模。

展望未来，本集团将继续寻求业务拓展机遇，包括向其他中亚国家出口的潜在机会。哈萨克斯坦和塔吉克斯坦市场可能出现行业整合，这将为集团进一步扩大市场影响力提供新的发展契机。

2025年展望

展望未来，中亚地区由政府支持和推动的基建投资与城市化进程将持续推升水泥需求。

据国际货币基金组织2025年2月预测，哈萨克斯坦2025年实际GDP增速将稳定于3.5%[1]，制造业、建筑业及服务业表现强劲；亚洲开发银行数据显示，塔吉克斯坦2024–2025年GDP增速有望达6.0%[2]，能源及交通领域投资显著，尤其是罗贡水电站与国家路网升级项目持续推进。

通过产能扩充、渠道强化及运营提效，本集团已具备把握区域增长机遇的坚实基础。

我们的战略将聚焦三大方向以支撑我们的长期发展战略。

其一，密切跟进 Korcem 水泥厂产能爬坡，确保生产网络协同增效，前瞻性应对设备稳定性与运营挑战；其二，深化既有渠道合作并开拓新伙伴关系，进一步扩大哈萨克斯坦和塔吉克斯坦两国市场份额；我们秉持财务审慎原则，优化现金流管理，严控成本以保障盈利韧性。

优化铝业业务布局

作为聚焦核心业务的战略举措，本集团逐步调整铝业运营规模，以符合我们的长期增长重点。这一转变使我们能够将资源重新分配到我们的核心水泥和建筑材料业务，确保更清晰的战略重点和更强大的财务状况，以实现可持续增长。

截至2024年12月31日，本集团订单（含变更订单）约280万新元，相关项目预计于未来三年分阶段交付。

治理与可持续发展承诺

2024年，本集团荣膺新加坡证券投资者协会「投资者选择奖」之公司治理奖（小型股类别），并在新加坡治理与透明指数（SGTI）477家上市公司中位列第36名。此殊荣印证本集团对透明治理、责任担当与可持续价值创造的不懈追求。

我们的可持续发展工作重点仍然是提高资源效率、尽量减少对环境的影响以及采用一流的制造工艺。我们积极管理工业排放，采用节能窑炉技术，并使用粉煤灰和矿渣等替代材料降低熟料与水泥的比例。

通过将可持续性融入我们的核心业务运营，我们确保创造长期价值，同时为当地社区做出积极贡献。

董事会变更与致谢

本人谨代表董事会对管理层及全体员工过去一年的勤勉奉献深表谢忱，亦对董事会同仁的专业引领致以敬意。

2024年9月16日，Wong Chee Meng Lawrence 先生辞任独立董事，我们对其卓越贡献深表感激，并祝愿其前程似锦。现任独立董事 Ng Kian Guan 先生同日接替 Wong Loke Tan 先生担任首席独立董事职务。

2024年12月30日，Lee Chow Soon先生获委任为独立董事，其逾十年的治理与企业咨询经验将为董事会注入战略洞见。

最后，衷心感谢我们的客户、合作伙伴及股东的长期信任。让我们携手共启新程，共创长期价值。

马朝阳
主席

张增涛
首席执行官

[1] 来源: *IMF Projects Kazakhstan's Economic Growth to Stabilize at 3.5% in 2025 – The Astana Times*

[2] 来源: *Tajikistan: Economy | Asian Development Bank*

Board of Directors

MR MA ZHAOYANG
Chairman and Executive Director

Mr Ma Zhaoyang was appointed as a Director of International Cement Group Ltd. ("ICG") on 5 November 2015 and was last re-elected on 26 April 2024. He currently holds the position of Executive Chairman in ICG.

Mr Ma served as Chairman of Sino Vanadium Inc., a vanadium mining company, from 2009 to 2018. He was also a Non-Executive Director of Taihua PLC from 2006 to 2018, and an Independent Non-Executive Director of Xian Kaiyuan Holding Group Co Limited from 2006 to 2012.

He is currently a Non-Executive Director of West China Cement Limited ("WCC"), a company listed on the Hong Kong Stock Exchange since 2010. WCC specialises in producing and distributing cement products and is one of the leading cement producers in China's Shaanxi province.

Mr Ma received a Master's degree (1998) and a Doctorate (2009), both in Management, from the Northwestern Polytechnic University (Shaanxi, China). He was also an Associate Professor of Management at the University from 1996 until February 2019.

Present directorships in other listed companies and principal commitments
Listed Companies
- West China Cement Limited (Non-Executive Director)

Others
- Nil

Past directorships in other listed companies and principal commitments held in the preceding five years
- Victory Gate Ventures Limited

MR ZHANG ZENGTAO

Chief Executive Officer and Executive Director

Mr Zhang Zengtao was appointed as a Director of ICG on 5 November 2015 and was last re-elected on 28 April 2022. He is the Chief Executive Officer and Executive Director of ICG.

He has extensive management expertise in the cement business gained through his years as an employee of the WCC group of companies. From 2007 to 2014, Mr Zhang held different roles in Yaobai Special Cement Group Co., Ltd, WCC's wholly-owned subsidiary.

Mr Zhang graduated from Xi'an Jiaotong University in October 2011 with a Master of Business Administration.

Mr Zhang is seeking for re-election as a Director at the Company's forthcoming Annual General Meeting to be held on 25 April 2025.

Present directorships in other listed companies and principal commitments

Listed Companies
- Nil

Others
- Victory Gate Ventures Limited

Past directorships in other listed companies and principal commitments held in the preceding five years
- Nil

MR CHNG BENG HUA

Executive Director

Mr Chng Beng Hua was appointed as a Director of ICG on 30 May 2018 and was last re-elected on 27 April 2023. He is an Executive Director of ICG.

He has extensive experience in the area of finance and real estate development and served as an Independent Director of Hong Leong Finance Limited from 2000 to 2021.

Mr Chng holds a Bachelor's degree in Business Administration (Finance) from the University of Texas, Austin.

Present directorships in other listed companies and principal commitments

Listed Companies
- Nil

Others
- C.G.H. Development Pte. Ltd.
- Paya Ubi Industrial Park Pte. Ltd

Past directorships in other listed companies and principal commitments held in the preceding five years
- Hong Leong Finance Limited

MR NG KIAN GUAN

Lead Independent Director

Mr Ng Kian Guan was appointed as an Independent Director of ICG on 25 June 2021 and was last re-elected on 28 April 2022. He was appointed as the Lead Independent Director of ICG on 16 September 2024. He is also the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

Mr Ng has over 30 years of experience in banking and finance with strong expertise in credit and marketing. He was the Deputy Chief Executive Officer of Maybank Singapore from August 2014 to June 2021, while serving simultaneously as the Head of Corporate Office from September 2011 to December 2018. Prior to this, he led and oversaw various portfolios at the bank including Corporate Banking, Risk Management, Remedial Management and Group Credit Management.

Mr Ng holds a Bachelor of Business Administration from the National University of Singapore. He also holds an Executive Diploma in Directorship from the Singapore Management University and Singapore Institute of Directors ("SID") and is an Accredited Director under the SID Accreditation Framework.

Mr Ng is seeking for re-election as a Director at the Company's forthcoming Annual General Meeting to be held on 25 April 2025.

Present directorships in other listed companies and principal commitments

Listed Companies
- China Vered Financial Holding Corporation Limited (Independent Director, Non-executive Chairman)
- Hong Lai Huat Group Ltd. (Independent Director)

Others
- Nil

Past directorships in other listed companies and principal commitments held in the preceding five years
- Nil

Board of Directors (Cont'd)

MR WONG LOKE TAN

Independent Director

Mr Wong Loke Tan was appointed as an Independent Director of ICG on 31 December 2019 and was last re-elected on 27 April 2023. He is the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

He has over 30 years of experience in banking, last holding a Senior Vice President position at Maybank Singapore in 2016. His expertise includes syndicated loans, project financing, structured trade financing, and mergers and acquisitions. Mr Wong is particularly known in the business community for his extensive network and strong rapport with Singapore SMEs. Mr Wong remains active in the SME and Corporate business circle.

Mr Wong holds a Master of Business Administration from Brunel University, and an Executive Diploma in Directorship from the Singapore Management University and the Singapore Institute of Directors.

Present directorships in other listed companies and principal commitments

Listed Companies

- Adventus Holdings Limited (Independent Director)
- K2 F&B Holdings Limited (Independent Director)
- Koyo International Limited (Non-Executive Independent Chairman)
- Union Steel Holdings Limited (Independent Director)
- Travelite Holdings Ltd. (Lead Independent Director)

Others

- Nil

Past directorships in other listed companies and principal commitments held in the preceding five years

- Nil

MR TAN CHAO HSIUNG DAVID

Independent Director

Mr Tan Chao Hsiung David was appointed as an Independent Director of ICG on 15 December 2023 and was last re-elected on 26 April 2024. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee.

Mr Tan has over 20 years of experience in the banking and finance industry and has held senior management positions in both local and foreign financial institutions.

Mr Tan holds a Master of Commerce (specialising in finance) from the University of New South Wales and a Bachelor of Economics (Accountancy) from Macquarie University. He is also a Fellow Certified Practising Accountant ("CPA") Australia.

Present directorships in other listed companies and principal commitments

Listed Companies

- Powermatic Data Systems Limited (Non-Executive Non-Independent Director)
- Mun Siong Engineering Limited (Non-Executive Non-Independent Director)
- Hock Lian Seng Holdings Limited (Independent Director)

Others

- Nil

Past directorships in other listed companies and principal commitments held in the preceding five years

- Nil

MR LEE CHOW SOON

Independent Director

Mr Lee Chow Soon was appointed as an Independent Director of ICG on 30 December 2024. He is a member of the Audit Committee.

A practicing Advocate & Solicitor since October 1980, Mr Lee is the Senior Partner of Tan Lee & Partners, where he has built a career specialising in commercial and corporate law, property law, and construction law.

Mr. Lee served as a Director of Broadway Industrial Group Limited from 1997 to 2020, during which he also held the position of Chairman of the Audit Committee.

Mr. Lee's community contributions include serving as Chairman of the Board of Trustees for the Woodbridge Hospital Charity Fund and being a Member of the Investigation and Disciplinary Panel Committee of the Institute of Singapore Chartered Accountants since 1989. He has also served as a Justice of the Peace (2003–2018), Referee for the Small Claim Tribunal (2007 – 2018) and Member and Chairman of the Citizenship Committee of Inquiry (1985–2018).

Mr. Lee graduated with an LLB (Hons) from the University of Singapore in 1974 and an LLB from the University of London in 1967. He was awarded with the PBM and BBM awards in 1998 and 2006 respectively.

Mr Lee is seeking for re-election as a Director at the Company's forthcoming Annual General Meeting to be held on 25 April 2025.

Present directorships in other listed companies and principal commitments

Listed Companies

- Nil

Others

- Tan Lee & Partners

Past directorships in other listed companies and principal commitments held in the preceding five years

- Broadway Industrial Group Ltd.

Key Executives

MR CHOO HONG CHUN
Chief Financial Officer

Mr Choo Hong Chun is the Chief Financial Officer of the Group. He is responsible for the Group's finance, accounting and regulatory compliance functions, including tax, internal controls and sustainability reporting. He is also the Chief Risk Officer of the Group and oversees the Group's risk management function.

Mr Choo has broad experience covering professional audit and commercial sectors, across various international accounting firms and private and public listed companies.

He holds a Bachelor of Accountancy degree from Nanyang Technological University and is a member of the Institute of Singapore Chartered Accountants.

MS ZHAO YUANYUAN
General Counsel

Ms Zhao Yuanyuan is the General Counsel of the Group. She oversees the legal function of the Group and provides the Board of Directors with advice on company strategies.

Ms Zhao has extensive experience in advising on overseas investments, mergers and acquisitions, and initial public offerings. She passed the bar exam in 2005 and worked as a lawyer for 7 years in the People's Republic of China before joining the Group.

Ms Zhao holds a Master's degree in Law from Renmin University of China and a Bachelor's degree in Law from Northwest University of Political Science and Law.

MR CHNG TZE SIAN MILTON
Assistant General Manager (Corporate Affairs)

Mr Chng Tze Sian Milton is the Assistant General Manager (Corporate Affairs) of the Group. He oversees the corporate affairs of the Group.

He holds a Bachelor's degree in Commerce from the University of New South Wales.

Operations and Financial Review

CEMENT SEGMENT

The Group owns and operates three cement plants in Kazakhstan and a cement and gypsum plasterboard plant and grinding station in Tajikistan, with a combined annual production capacity of 5.5 million metric tonnes.

Both our Kazakhstan and Tajikistan cement production plants have a combined annual production capacity of 5.5 million metric tonnes compared to 4.0 million metric tonnes previously. We are well-positioned to meet increases in demand.

With the successful completion of our fourth cement plant—the Korcem Cement Plant in the Jambyl region, Kazakhstan—in November 2024, our total annual cement production capacity has increased from 4.0 million to 5.5 million metric tonnes. This expansion reinforces our position as one of the largest cement producers in the region and strengthens our ability to support growing infrastructure demand across Kazakhstan and neighboring markets.

In addition to cement, we expanded our product offerings in construction materials with the commissioning of a gypsum plasterboard plant in Tajikistan in December 2023. This diversification allows us to capture synergies within the construction industry and tap into growing demand for drywall solutions.

With a solid foundation in place, we remain committed to expanding our market reach, strengthening distributor relationships, and increasing market share to solidify our position as one of Central Asia's leading cement producers.

Operations and Financial Review (Cont'd)

KAZAKHSTAN

The **Alacem Cement Plant**, located in Sary-Ozek in the Almaty region, has an annual production capacity of 1.2 million metric tonnes and supplies the domestic market, including Almaty, Taldykorgan, and the Horgos port near the Kazakh-Chinese border. Performance during the year was affected by a decline in cement selling prices. Despite these challenges, the plant continued to maintain a growing customer base and strong distributor relationships. The Group remains focused on strengthening its market presence in the Almaty region by working closely with distributors to improve market penetration while differentiating itself through high-quality, consistent cement products and reliable service.

The **Sharcem Cement Plant,** located in the Jarminsky district in the East Kazakhstan region, has an annual production capacity of 1.0 million metric tonnes. Since commencing commercial production in August 2022, the Group has worked to enhance its market presence by ramping up marketing efforts, expanding its distribution networks, and improving logistical capabilities to serve a wider customer base. The Group continues to prioritize brand awareness and sales growth for the Sharcem plant, ensuring a strong foothold in East Kazakhstan and beyond.

In November 2024, the Group successfully completed the **Korcem Cement Plant**, located in the Korday district, Jambyl region. With an investment of approximately US$153.0 million (S$208.1 million), this plant features a cement clinker production line capable of producing 3,500 metric tonnes of clinker daily. The Korcem plant, with an annual cement production capacity of 1.5 million metric tonnes, has increased the Group's total production capacity to 5.5 million metric tonnes. Strategically situated in southeastern Kazakhstan, the plant benefits from a direct export route to Kyrgyzstan, further strengthening the Group's regional operations. The commissioning of the plant is expected to contribute to sales in FY2025 as production ramps up to meet infrastructure demand in the region.

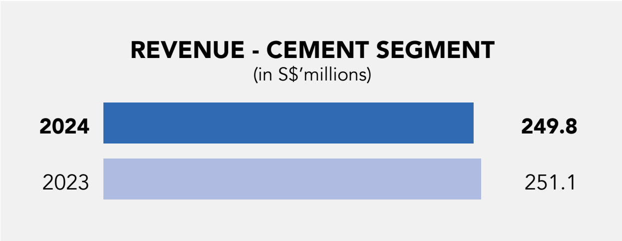
Operations and Financial Review (Cont'd)

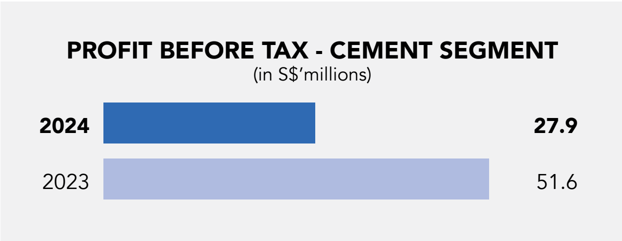
TAJIKISTAN

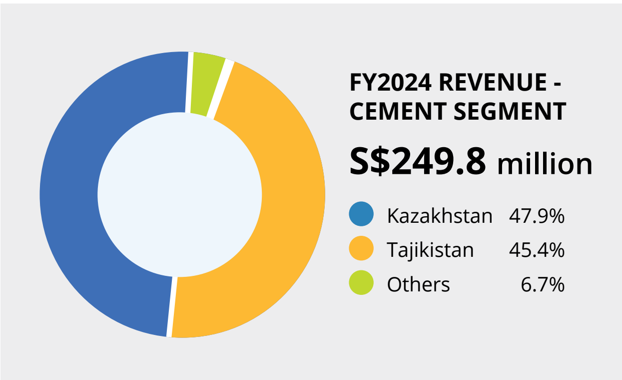
The Group's operations in Tajikistan are located in the Khatlon region, comprising a cement plant in the Yovon district with an annual production capacity of 1.2 million metric tonnes and a grinding station in Kolkhozabad with an annual production capacity of 0.6 million metric tonnes. These facilities operate under the Mohir brand and primarily serve the domestic market. In FY2024, Tajikistan operations, while continuing to contribute to revenue including the new gypsum plasterboard plant, was affected by the entry of a new cement producer which reduced our sales volume. Despite this development, we continue to be encouraged by the demand for our products.

In FY2024, the Group's Tajikistan operations delivered strong performance, benefiting from the commencement of sales from its gypsum plasterboard plant since December 2023. However, this was offset by the entrance of a new cement producer in the region, resulting in a decrease in sales volume from the Mohir cement plant. Nevertheless, with demand expected to remain strong, the Group continues to enhance its distribution strategies and explore new opportunities to sustain its growth momentum in Tajikistan.

REVIEW OF OPERATIONS







The cement segment accounted for 94.8% of total revenue in FY2024, with the remaining 2.8% contributed by drywall (gypsum plasterboard) and 2.4% from the aluminium segment.

Revenue from the cement segment stood at S$249.8 million in FY2024, slightly lower than S$251.1 million in FY2023. Kazakhstan remained the largest revenue contributor, accounting for 47.9% of total cement revenue at S$119.6 million, reflecting a 9.5% year-on-year increase due to higher cement demand and improved deliveries from the Sharcem plant following the resolution of logistical constraints. This growth was offset by a 12.1% decline in Tajikistan's revenue, which fell to S$113.5 million, primarily due to competitive pressures following the entry of a new market player.

Revenue from gypsum plasterboard grew significantly to S$7.5 million in FY2024, compared to S$0.3 million in FY2023, benefiting from a full year of revenue contribution.

The Group continued to scale down its aluminium business in line with its strategic priority to focus on cement operations. As of 31 December 2024, the order book stood at approximately S$2.8 million, including variation orders, with projects expected to be completed progressively over next three years The aluminium business remains a non-core segment, and the Group will continue to evaluate its long-term viability within the overall business strategy.

Operations and Financial Review (Cont'd)

FINANCIAL REVIEW

The Group posted revenue of S$263.5 million for the financial year ended 31 December 2024 ("FY2024"), reflecting a 2.4% increase from S$257.4 million in FY2023.

This growth was primarily driven by higher sales volume and selling prices at the Alacem cement plant along with the increased in truck deliveries at the Sharcem cement plant, after overcoming logistical constraints faced in previous periods. A full year of operation in 2024 since the completion of the gypsum plasterboard plant in December 2023 also contributed to revenue expansion. However, these gains were partially offset by a decline in sales volume from the Mohir cement plant in Tajikistan, which was impacted by the entry of a new competitor.

Gross profit increased to S$91.4 million, up from S$90.0 million in FY2023, while gross profit margins remained stable at 35%. The Sharcem plant's transition from railway to truck deliveries helped reduce logistical bottlenecks and mitigate rising raw material costs. The Alacem plant saw production efficiencies improve due to new equipment upgrades and an enhanced production formula, leading to reduced material consumption. However, these gains were partially offset by a sharp increase in raw material costs across several operations.

Other income increased due to higher rental income, utility recharges, and gains from the disposal of certain subsidiaries in the aluminum segment.

Selling and distribution expenses rose 27.8% to S$1.8 million, driven by increased advertising and marketing activities aimed at expanding market share. Administrative expenses decreased 10.3% to S$37.5 million, largely due to lower road repair costs in Kazakhstan and a decline in non-claimable VAT expenses in Tajikistan. However, these cost savings were partially offset by higher operating expenses from the new fully operational gypsum plasterboard plant in Tajikistan and the commencement of operations at the Korcem cement plant in Kazakhstan in November 2024.

Other expenses increased significantly to S$41.1 million, up from S$6.4 million in FY2023. This was mainly due to unrealised foreign exchange losses of S$29.8 million attributed to the depreciation of the Kazakhstani Tenge ("KZT") against the United States Dollar ("USD") and Chinese Yuan ("CNY"), compared to an unrealised gain of S$1.3 million in FY2023, reflecting the impact of currency fluctuations on financial performance. Additionally, an impairment loss of S$7.6 million on operating assets of the gypsum plasterboard plant which faced lower-than-expected demand for its finished products further contributed to the increase, alongside asset write-offs and losses from the winding up of dormant subsidiaries.

Finance income surged 206.9% to S$17.8 million, primarily due to fair value adjustments on interest-free long-term trade and other payables. Finance costs increased 296.0% to S$14.8 million, primarily due to higher interest expenses and accounting adjustments related to deferred payments. The increase was largely driven by the unwinding of discounts on interest-free long-term payables amounting to S$10.3 million.

Tax expense decreased to S$14.1 million, compared to S$18.5 million in FY2023, primarily due to decline in corporate income tax from S$8.4 million in FY2023 to S$6.5 million in FY2024 as a result of lower profit before tax. Over-provision adjustments from previous years contributed to a S$1.3 million tax reduction, while withholding tax on dividends declared by subsidiaries declined from S$7.8 million in FY2023 to S$2.3 million in FY2024. Additionally, deferred tax liabilities on undistributed profits stood at S$3.1 million.

As a result of these factors, net profit attributable to shareholders declined sharply from S$13.7 million in FY2023 to S$0.1 million in FY2024, primarily due to significant net unrealised foreign exchange losses and increased impairment charges.

Financial Position

As at 31 December 2024, the Group's net assets attributable to owners of the Company stood at S$237.5 million, translating into a net asset value per share of 4.14 Singapore cents, compared with 4.26 Singapore cents in the previous year. The marginal decrease is primarily attributed to depreciation charges, impairment to under performing assets and depreciation of the local operating currency against the other major international currencies.

Non-current assets

Non-current assets increased by 9.2% to S$524.8 million, mainly due to an increase in property, plant and equipment, which was partially offset by a decline in intangible assets and goodwill and non-current trade and other receivables. Our assets are subject to annual impairment assessment, as required under the accounting standards and reviewed by our external auditors, with the relevant impairment adjustments being made during the financial year.

Property, plant and equipment rose by 10.3% to S$485.3 million, mainly due to additions of S$103.2 million, arising from the ongoing construction of the Korcem cement plant, further upgrades and additional facilities at the Sharcem cement plant and expansion of the Alacem cement plant. The increase was partially offset by (i) disposals and write-offs of S$0.7 million, (ii) depreciation charge of S$16.8 million, (iii) impairment losses of S$8.3 million on property, plant and equipment related to underperforming assets, and (iv) a net currency translation loss of S$33.8 million, attributed to the depreciation of the KZT against the Singapore Dollar ("SGD").

Intangible assets and goodwill mainly comprised subsoil rights and goodwill arising from the acquisition of the IMCCMC cement plant in Tajikistan in 2017. The decrease in intangible assets and goodwill of 3.4% to S$31.4 million was attributed to an amortisation charge of S$2.7 million and offset by a net currency translation gain of S$0.9 million arising from the appreciation of Tajikistan Somoni ("TJS") against SGD.

Non-current trade and other receivables comprised deposits and prepayments of S$5.4 million, mainly pertaining to amounts prepaid to suppliers for plant upgrades, purchase of spares and consumables for repair and maintenance works, and construction-related expenses. Non-current trade and other receivables declined marginally by 2.5% to S$5.4 million, mainly due to the full amortisation of deferred expenses from FY2023, partially offset by new prepayments for spare parts and plant upgrades.

Deferred tax assets of S$2.2 million comprised mainly the temporary differences arising from property, plant and equipment and recognition of unutilised tax losses from the Sharcem cement plant.

Operations and Financial Review (Cont'd)

Current assets

Current assets rose by 1.8% to S$78.3 million, mainly due to an increase in trade and other receivables, which was partially offset by decreases in inventories and contract assets.

Current trade and other receivables increased by 42.5% to S$39.7 million, mainly due to an increase in (i) interest-free loans of S$8.7 million to non-controlling interest, Nurzhan Shakirov, secured by his shares in subsidiaries in Kazakhstan, due between 2025 and 2026, and (ii) trade receivables of S$3.7 million from cement sales in Tajikistan and Kazakhstan, reflecting higher sales volume in the fourth quarter of 2024 as compared to the previous year.

Inventories declined by 22.9% to S$31.6 million, primarily due to lower stockpiling of raw materials, cost optimisation initiatives, and higher sales volume in the fourth quarter of 2024 as compared to the previous year. Contract assets fell to S$1.3 million, reflecting retention sums withheld by main contractors from the aluminum segment.

Equity attributable to owners of the Company

Equity attributable to owners of the Company declined by 2.8% to S$237.5 million.

Capital reserve of S$14.7 million mainly pertained to the cash consideration paid in excess of the carrying amount of Sharcem cement plant of $26.1 million arising from the step-up acquisition of 15% stake in this subsidiary in November 2022, partially offset by the fair value adjustment arising from interest-free loans from major shareholders of S$11.0 million.

Currency translation reserve losses widened to S$42.5 million, mainly from the depreciation of KZT against SGD by 10%.

Non-current liabilities

Non-current liabilities grew by 29.8% to S$251.5 million, mainly due to an increase in long-term trade and other payables and long-term loans and borrowings.

Long-term loans and borrowings increased by 31.9% to S$42.0 million, mainly due to change in repayment terms of existing interest-free loans from a non-controlling interest in Tajikistan resulting in the reclassification of S$5.3 million to long-term, and non-current portion of a new secured revolving credit facility from a bank in Kazakhstan with face value of CNY50.0 million (equivalent to S$9.3 million), interest-bearing at 3.7% per annum and secured by certain property, plant and equipment of the Alacem cement plant.

Long-term trade and other payables rose 27.0% to S$187.2 million, largely due to interest-bearing deferred payments to EPC contractor for the Korcem cement plant and interest-free long-term payables to suppliers of spares and consumables for cement plants in Kazakhstan and Tajikistan.

Deferred tax liabilities rose to S$18.7 million, reflecting increased capital allowances on new investments. Provisions grew to S$3.6 million, mainly due to increase in provision for restoration costs attributed to the change in discount rate. The Group is expected to perform recultivation works for its cement plants in Kazakhstan by the end of its operations in accordance with the applicable local legal requirements.

Current liabilities

Current liabilities increased by 1.7% to S$73.9 million, mainly due to an increase in trade and other payables.

Short-term loans and borrowings fell by 29.9% to S$3.7 million, following change in repayment terms of existing interest-free loans from a non-controlling interest in Tajikistan as mentioned above, partially offset by the current portion of the new secured revolving credit facility from a bank in Kazakhstan.

Short-term trade and other payables increased by 12.1% to S$63.4 million, mainly due to increase in payables for property, plant, and equipment due to the construction of Korcem cement plant. Contract liabilities declined by 29.6% to S$3.8 million, reflecting lower advance payments received from customers of the cement segment.

The Group's FY2024 financial position reflects continued investment in plant expansions while navigating currency headwinds and higher financing costs. The commissioning of the Korcem cement plant is expected to boost revenue and cash flows in FY2025. The Group remains focused on cost management, strategic expansion, and strengthening its capital structure.

Cashflow

Cash and cash equivalents of the Group decreased from S$6.4 million as at 31 December 2023 to S$5.7 million as at 31 December 2024. The decline was primarily due to the Group's continued investment in production facilities utilising the strong cash flows generated from operations.

During the year, the Group generated S$64.7 million in cash flows from operating activities, supported by stable business performance. It also secured a S$10.9 million revolving credit line from a bank in Kazakhstan and received S$0.5 million in loans from non-controlling interests. These inflows were offset by S$39.7 million in capital expenditures for cement plant upgrades, S$16.8 million in dividends to non-controlling interests and S$5.5 million in withholding tax payments on dividends declared by subsidiaries, S$9.7 million in loans extended to non-controlling interest, and S$5.2 million in various repayments, including interest payments to an EPC contractor, loan repayments to major shareholders, and revolving credit repayments.

Liquidity

The cement business is capital intensive, and over the years, total investment into the construction and acquisition of new plants and facilities amounted to approximately S$352.7 million, including the newly completed Korcem plant. This expansion has increased the Group's production capacity from 1.8 million metric tons in 2017 to the current 5.5 million metric tons.

These investments have been funded through a combination of retained earnings, loans from related parties and non-controlling shareholders, and financing arrangements with EPC contractors. The unsecured related party loans were extended by the Group's controlling shareholders, Victory Gate Ventures Limited and Ma Zhaoyang, both of whom are executive directors of the Company, alongside Zhang Zengtao, the controlling shareholder of Victory Gate Ventures Limited.

As at 31 December 2024, the Group's total liabilities stood at S$325.5 million, an increase from S$266.5 million in the previous year. The Group's shareholders' funds were S$277.7 million, compared to S$291.0 million as at 31 December 2023. Consequently, the total liabilities-to-shareholders' funds ratio increased from 0.92 times as at 31 December 2023 to 1.17 times as at 31 December 2024.

For FY2024 and FY2023, the Group generated positive net cash from operating activities of S$64.7 million and S$78.9 million, respectively. During the same period, interest paid to external parties amounted to approximately S$2.5 million in FY2024 and S$1.5 million in FY2023.

The Group's total liabilities and capital expenditure commitments, amounting to S$334.2 million, are primarily denominated in USD and CNY, while revenue is mainly denominated in KZT and TJS. As such, the cost and ability to service these liabilities, including borrowing costs, remain dependent on the Group's revenue generation and currency fluctuations.

Corporate Social Responsibility

COMMUNITY PROJECTS IN CENTRAL ASIA

The Group actively engages with its communities through a variety of initiatives, including corporate donations, sponsorships, and employee volunteering. These efforts reflect our commitment to making a meaningful impact across the regions where we operate.

Kazakhstan: Supporting Local Communities and Education

In 2024, the Group donated 30.0 million Kazakhstani Tenge ("KZT") (S$86,000) to the government for the construction of a recreational park in Sary-Ozek, contributing to community development and enhancing public spaces. The Group also organised a heartwarming initiative in Sary-Ozek, distributing gifts and ice cream to underprivileged children in the area.

Distributing gifts to underprivileged children in Sary-Ozek

In response to severe flooding in April 2024, the Group pledged 400 tons of cement to aid reconstruction efforts in affected areas. Furthermore, 15 tons of cement were donated to improve school infrastructure in Shar Town, creating better learning environments for students.

Donation of cement for improving school infrastructure

On 28 December 2024, General Manager of Sharcem joined Shar Town's Christmas celebrations, fostering goodwill between Sharcem and the local community. He distributed gifts to children, enjoyed cultural performances, and held discussions with local officials to share expertise and explore future collaboration opportunities.

Celebrating Christmas with the Shar Town community

Tajikistan: Empowering Education, Sports, and Urban Development

The Group contributed a total of 1.5 million Tajikistan Somoni ("TJS") (S$185,000) to various community initiatives in Tajikistan, demonstrating its commitment to social well-being and sustainable development. A significant portion of this funding supported education and workforce development, with TJS 0.4 million (S$49,000) allocated to scholarships for university students and employee training programs. These efforts fostered academic growth and professional development within the local community.

Investments in local sports initiatives, including a contribution of TJS 0.6 million (S$74,000) to the Yovon City Football Team, helped promote a vibrant sports culture and strengthen community bonds. Urban and social infrastructure projects also received substantial support, with TJS 0.3 million (S$37,000) directed towards infrastructure improvements in Yovon City, and TJS 0.2 million (S$25,000) provided to bolster local law enforcement, enhancing public safety.

Additionally, the Group donated over 4,265 tons of cement, valued at TJS 3.0 million (S$370,000), to support various urban development projects. This contribution played a critical role in transforming public infrastructure and fostering sustainable urban growth.

Further social welfare initiatives included TJS 40,000 (S$5,000) in donations to the Kurgan Nursing Home, which provided essential supplies to improve elderly care. Another TJS 0.7 million (S$86,000) was invested in road resurfacing, drainage installations, and tree planting, enhancing local infrastructure and the environment.

Donation to Kurgan Nursing Home

Innovative workforce programs underscored the Group's dedication to employee well-being. These included cultivating vegetables on unused land to improve meal quality in the staff cafeteria and renovating dormitories to enhance living conditions, fostering employee satisfaction and morale.

By addressing diverse needs across education, infrastructure, sports, and social welfare, the Group has made a meaningful and lasting impact in Tajikistan, empowering communities and driving sustainable progress.

Cultivating vegetables on unused land

Corporate Information

BOARD OF DIRECTORS	**Ma Zhaoyang** *Chairman and Executive Director* **Zhang Zengtao** *Chief Executive Officer and Executive Director* **Chng Beng Hua** *Executive Director* **Ng Kian Guan** *Lead Independent Director* **Wong Loke Tan** *Independent Director* **Tan Chao Hsiung David** *Independent Director* **Lee Chow Soon** *Independent Director*
AUDIT COMMITTEE	**Wong Loke Tan** *Chairman* **Ng Kian Guan** **Tan Chao Hsiung David** **Lee Chow Soon**
NOMINATING COMMITTEE	**Ng Kian Guan** *Chairman* **Wong Loke Tan** **Tan Chao Hsiung David**
REMUNERATION COMMITTEE	**Tan Chao Hsiung David** *Chairman* **Ng Kian Guan** **Wong Loke Tan**
COMPANY SECRETARIES	**Lee Wei Hsiung** **Loo Shi Yi** **Choo Hong Chun**
REGISTERED OFFICE	100 Tras Street, #18-01 100 AM Singapore 079027 Tel: (65) 6486 7858 Fax: (65) 6486 7851
SHARE REGISTRAR	**Boardroom Corporate Advisory Services Pte. Ltd.** 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632
AUDITORS	**Deloitte & Touche LLP** Public Accountants and Chartered Accountants 6 Shenton Way OUE Downtown 2 #33-00 Singapore 068809 Partner In-Charge: Mr Ho Kok Yong, with effect from financial year ended 31 December 2024

Corporate Governance Report

The Board of Directors (the "**Board**") of the Company believes that good corporate governance is essential to the long-term sustainability of the Company's business and performance. The Company is committed to maintaining a high standard of corporate governance within the Group to ensure transparency, accountability and protection of shareholders' interest.

This Corporate Governance Report (the "**Report**") describes the Company's corporate governance practices and sets out the manner in which the Company has applied the principles and provisions, as well as the extent of compliance with the guidelines as set out in the Code of Corporate Governance 2018 (last amended 11 January 2023) (the "**Code**"), and where applicable, the Code's Practice Guidance (last amended 14 December 2023) and the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Listing Manual**"). In the opinion of the Board, the Company has generally complied with the principles and provisions as set out in the Code during the financial year ended 31 December 2024 ("**FY2024**"). Where there are any deviations from the Code, appropriate explanations have been provided in this Report.

A. BOARD MATTERS

Principle 1: Board's Conduct of its Affairs

The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company.

Board's roles and responsibilities

The Board is entrusted with the responsibility for the overall management of the business and corporate affairs of the Group. The Board oversees the Group's overall policies, strategies, key operational initiatives, performance and measurement, internal control and risk management. Each Director acts in good faith and in the best interest of the Company. They contribute their own expertise, skills, knowledge and experience to the Board for the benefit of the shareholders.

The Board has a list of reserved matters that requires the approval of the Board. The reserved matters include the following:

- The Group's annual budget;
- Change in capital structure;
- Major funding;
- Acquisitions and disposal of assets;
- Mergers and joint ventures;
- Financial statements and related announcements;
- Half and full year results announcement;
- Interested person transactions of a material nature;
- Appointment of Directors and key executives;
- Remuneration of the Executive Directors ("**EDs**") and key management personnel;
- Payment of interim dividend;
- Recommendation to the shareholders on the payment of Non-Executive Directors' fees, re-election of Directors, appointment and re-appointment of external auditors, payment of final dividend;
- Material announcements; and
- Corporate governance practices.

The Company has also established a delegation of authority matrix for the management team covering operations, capital expenditure, procurement of goods and entering into agreements/contracts and transactions which are not in the ordinary course of business.

All Directors are fiduciaries who exercise due diligence and objectively discharge their duties and responsibilities in the best interests of the Group and hold Management accountable for performance. Directors are required to comply with the statutory rules and procedures governing conflicts of interests laid down by the Companies Act 1967 of Singapore (the "**Companies Act**") and the Company's Constitution. All Board members are expected to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to any transaction or matter discussed and contemplated by the Group. Where there are circumstances in which a Director has a conflict of interest or it appears that the Director might have a conflict of interest in relation to any matter, the Director concerned will recuse himself from participating in the discussion and decision of the matter. Such compliance will be recorded in the minutes of meeting or the Board resolutions.

The Company has established a Conflict of Interest Policy which applies to all employees of the Group. Directors, key management personnel and employees of the Group are expected to observe and uphold the highest possible standards of ethical, moral and legal business conduct and to be in compliance with the law and regulations at all times and all places in the world. The Employee Handbook, which is shared with all employees of the Group, also sets out the expected conduct for employees.

All Board and Board Committee meetings as well as the annual general meetings ("**AGMs**") are scheduled in advance of each year in consultation with the Directors. For FY2024, the Board met two (2) times to deliberate and approve the financial results and announcements for the half and full financial year, and other matters requiring the Board's approval.

In addition to the scheduled meetings to review the half and full year financial results, ad-hoc Board meetings are also convened as and when they are deemed necessary in between the scheduled meetings. When a meeting is not possible, timely communication with members of the Board is achieved through electronic means and the circulation of written resolutions for approval by the relevant members of the Board.

To assist in the execution of its responsibilities and in the discharge of its oversight functions, the Board is supported by three (3) Board Committees, namely the Nominating Committee ("**NC**"), the Remuneration Committee ("**RC**") and the Audit Committee ("**AC**"). Each Board Committee has its own set of written terms of reference which clearly spells out the objectives, duties, powers, responsibilities as well as qualifications for committee membership. The activities of the Board Committees are reported to the Board by the respective Committee Chairmen after each meeting. The terms of reference of the Board Committees are reviewed on a regular basis, along with the committee structures and membership, to ensure their continued relevance, taking into consideration the changes in the corporate governance and legal environment.

The attendance of each Board member at the meetings of the Board, Board Committees and the Shareholders' meetings of the Company in FY2024 was as follows:

Name of Directors	Board	AC	NC	RC	AGM
Ma Zhaoyang	2/2	-	-	-	1/1
Zhang Zengtao	2/2	-	-	-	1/1
Chng Beng Hua	2/2	-	-	-	1/1
Ng Kian Guan (1)	2/2	4/4	1/1	1/1	1/1
Wong Loke Tan (1)	2/2	4/4	1/1	1/1	1/1
Wong Chee Meng Lawrence (2)	2/2	3/4	1/1	1/1	1/1
David Tan Chao Hsiung	2/2	4/4	-	-	1/1
Lee Chow Soon (3)	-	-	-	-	-

(1) *Mr Ng Kian Guan has taken over Mr. Wong Loke Tan as Lead Independent Director on 16 September 2024.*
(2) *Mr Wong Chee Meng Lawrence resigned as an Independent Director on 16 September 2024.*
(3) *Mr Lee Chow Soon was appointed as an Independent Director on 30 December 2024.*

Multiple Board Representation

All Directors are required to declare their board appointments. When a Director has multiple board representations, the NC will consider whether the Director is able to adequately carry out his duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. The NC has reviewed and is satisfied that notwithstanding multiple board appointments for some of the Directors, all Directors have been able to devote sufficient time and attention to the affairs of the Company to adequately discharge their duties as Directors of the Company. Please refer to Principle 4 below for further disclosure in relation to multiple board representations.

Directors' training and new Directors' orientation

In line with Rule 210(5) of the Listing Manual, a newly appointed director who has no prior experience as a director of a listed company shall undergo mandatory training in the roles and responsibilities of a listed company director as prescribed by the SGX-ST, unless the NC and the Board formed opinion that such director has relevant experience. A new Independent Director, Mr Lee Chow Soon, was appointed on 30 December 2024. The NC and the Board hold the opinion that Mr Lee Chow Soon has relevant experience as he was an Independent Director in a company listed on the SGX-ST.

Newly appointed Directors were provided with minutes of the Board and Board Committees' meetings for the past one (1) year, the Company's Constitution, respective terms of reference of the Board Committees as well as the Company's policies to equip them with the relevant information and knowledge to make contributions and exercise judgement for decision making on matters pertaining to the Company. During FY2024, Mr Lee Chow Soon had also received appropriate induction briefings that include information on the Group's structure, strategic objectives, policies and governance practices, and an overview of the business activities of the Group.

All Directors were given opportunities to visit the Group's local and overseas operational facilities to understand the operations and to get to know the members of the local and overseas management team.

The Directors are encouraged to attend trainings and participate in seminars to continuously upgrade themselves at the cost of the Company if the courses are relevant to their performance as a Director of the Company. All Directors, except Mr Lee Chow Soon, had attended the mandatory training on sustainability matters prescribed by the SGX-ST. As Mr Lee was only appointed on 30 December 2024, Mr Lee will attend the mandatory training on sustainability matters prescribed by the SGX-ST in FY2025.

During the financial year under review, all Directors were updated by the Company Secretary at the Board or Board Committees' Meetings or via emails on the changes in the Listing Manual, the Companies Act or the Code which the Directors should be made aware of. The Directors, especially those who are members of the AC, were also updated on any changes in the financial reporting standards by the external auditors at the AC meetings. In addition, the Group has a Directors' training and professional development programme which sets out seminars, conferences and training programmes that Directors are encouraged to attend.

Access to information

Management endeavors to provide the Board with complete, adequate and timely information on Board affairs and issues that require Board's attention and decision prior to the Board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities. As a general rule, Board papers are sent to Directors one (1) week in advance in order for Directors to be adequately prepared for the meeting. As and when there are important matters that require the Directors' attention, the information will be furnished to the Directors as soon as practicable.

All Directors have independent access to the Group's senior management and the Company Secretary. Information requested by the Directors are provided in a timely manner, and queries attended to promptly.

The Company Secretary function is outsourced to In.Corp Corporate Services Pte. Ltd..

The Company Secretary and/or his/her representative(s) provide corporate secretarial support to the Board which includes attendance at Board and Board Committee meetings, ensuring that meeting procedures are followed and that the relevant rules and regulations of the Companies Act, the Code and the Listing Manual which are applicable to the Company are adhered to. The Company Secretary and/or his/her representative(s) assist the Chairman of the Board and the Board Committees in the development of the meeting agendas for the various Board and Board Committees' meetings.

Pursuant to the Company's Constitution, the decision to appoint or remove the Company Secretary can only be taken by the Board as a whole.

If the Directors need independent professional advice to fulfill their duties, such advice will be obtained from the professional entity approved by the Board and the cost of such professional advice will be borne by the Company.

Principle 2: Board Composition and Guidance

The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interest of the Company.

Board size

As of the date of this report, the Board comprises seven (7) Directors, four (4) of whom are independent. The Board has a strong level of independence and diversity of thought as Independent Directors make up a majority of the Board.

Ma Zhaoyang
– Executive Director and Board Chairman

Zhang Zengtao
– Executive Director and Chief Executive Officer

Chng Beng Hua
– Executive Director

Ng Kian Guan
– Lead Independent Director [(1)]

Wong Loke Tan
– Independent Director [(1)]

David Tan Chao Hsiung
– Independent Director

Lee Chow Soon
– Independent Director [(2)]

[(1)] *Mr Ng Kian Guan has taken over Mr. Wong Loke Tan as Lead Independent Director on 16 September 2024.*
[(2)] *Mr Lee Chow Soon was appointed as an Independent Director on 30 December 2024.*

Board independence

The independence of each Independent Director is assessed at least annually by the NC and as and when situation calls for it. All Independent Directors are required to declare and confirm his independence via the Form on Declaration of Independence. For the financial year under review, all Independent Directors confirmed that they did not have any relationship with the Company or its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgement with a view to the best interest of the Company.

Aside from the declaration of independence by the Independent Directors, the NC will deliberate and determine whether a Director is independent taking into consideration other factors including whether that Director is able to exercise independent judgement and whether he has any relationships which are likely to affect his independent judgement and character.

The existence of any of the following relationships or circumstances will deem the Director as not independent:

(a) The Director who is and has been employed by the Company or any of its related corporations for the current or any of the past three (3) financial years;

(b) The Director who has an immediate family member who is, or has been in any of the past three (3) financial years, employed by the Company or any of its related corporations and whose remuneration is determined by the RC;

(c) the Director who has been a Director on the Board for an aggregate period of more than nine (9) years (whether before or after listing). This rule was amended by SGX on 11 January 2023 to impose a hard 9-year ruling on independent directors and revoking the previous mandatory 2-tier voting process;

(d) the Director, or whose immediate family member, in the current or immediate past financial year, provided to or received from the Company or any of its subsidiaries any significant payments or material services (which may include auditing, banking, consulting and legal services), other than compensation for board service. As a guide, payments aggregated over any financial year in excess of S$50,000 should generally be deemed significant;

(e) the Director or whose immediate family member, in the current or immediate past financial year, is or was, a substantial shareholder (i.e. with at least 5% interest) of, or a partner in (with 5% or more stake), or an executive officer of, or a director of, any organization to which the Company or any of its subsidiaries made, or from which the Company or any of its subsidiaries received, significant payments or material services (which may include auditing, banking, consulting and legal services). As a guide, payments aggregated over any financial year in excess of S$200,000 should generally be deemed significant; or

(f) the Director who is or has been directly associated with a substantial shareholder (i.e. with at least 5% interest) of the Company, in the current or immediate past financial year.

For FY2024, the NC is of the view that none of the Independent Directors who were considered independent had any of the above relationships or circumstances, and each Independent Director has demonstrated independence in his conduct, character and judgment during discussion sessions of the Board and Board Committees. The NC is satisfied that the Board has substantial independent elements to ensure that objective judgement is exercised on corporate affairs.

Board diversity

The Company recognises the importance and benefits of having a diverse Board to enhance the quality of its performance. The terms of reference of the NC includes consideration of candidates from a wide range of backgrounds, their merits and against objective criteria with due regard for the benefits of diversity on the Board, including gender, skills, knowledge, experience and other aspects of diversity where necessary. The Board currently comprises individuals who are suitably qualified with the necessary mix of expertise, experience and knowledge ranging from legal, accounting and finance expertise to individuals with the industry knowledge relevant to the Group's business.

The Board, at the recommendation of the NC, adopted a Board diversity policy that addresses gender, skills, experience and other relevant aspects of diversity. Through the policy, the Board has set targets and objectives to select Board candidates based on a range of diversity perspectives without any discrimination. No candidate shall be disregarded by disability, gender, sexual orientation, age, race, ethnicity, religion, physical impairment or any other potential factor of difference. Presently, there is no immediate need to appoint new candidates given that all Independent Directors were of less than 9-year tenure. Nevertheless, the Board is committed and will be mindful of such diversity targets in its search and selection process for new Board candidates. Any search firm engaged will be specifically directed to this policy.

For the Board composition in FY2024, the NC reviewed and was satisfied that the Board and Board Committees were of appropriate size. The Board also has a good balance of Directors who come from diverse backgrounds and have extensive industry knowledge, skills and/or business, financial, accounting and management experience. The Directors, as a group, provide core competencies such as accounting or finance, business or management experience, legal, industry knowledge, strategic planning experience and customer-based experience or knowledge required for the Board and the Board Committees to be effective. The Directors were able to engage in constructive debates, very vocal in expressing their opinions on the subjects under discussion at the meetings and there was no groupthink. The Board's decisions are undertaken on a unanimous basis and no individual or group can dominate the Board's decision-making process. For information on the background, skillset and experience of the Directors, please refer to the profiles of the Directors as set out in the "Board of Directors" section of this Annual Report.

The current composition of the Board is in line with the targets set in the Company's Board diversity policy. Nevertheless, the Company is constantly examining the Board's size and mixture of diverse aspects with a view of determining its impact on its effectiveness on an annual basis. Both the NC and the Board acknowledge that diversity is important however for the Board (including the Group) to continue to be effective and deliver value to shareholders merit based must remain fundamental.

The Non-Executive Directors met regularly (formally and informally) at least once without the presence of Management, albeit informally. Any issues raised at such informal meetings would be brought to the Board for discussion, where appropriate.

Principle 3: Chairman and Chief Executive Officer ("CEO")

There is a clear division of responsibilities between the leadership of the Board and the Management and no one individual has unfettered powers of decision making.

CEO-Chairman separation

Mr Ma Zhaoyang ("**Mr Ma**") is the Executive Chairman of the Board. Mr Ma is responsible for the Board, ensures its effective functioning and sets the business strategies of the Group. The Chairman provides leadership role by promoting an open environment of openness and debate and ensures that sufficient time and resources are allocated to the Board members for discussion. The Chairman of the Board is holding an executive role, arising from his vast accumulated experience in the cement industry, makes positive contribution and guidance to the Group. As a key figure in the industry, his leadership provides stability and confidence to clients and vendors, reinforcing trust in the Group's business. With extensive experience in the production and distribution of cement products, he has played a significant role in establishing the Group as a leading cement producer in Central Asia. His expertise and industry insights continue to make positive contributions to the Group's growth and future development.

Mr Zhang Zengtao ("**Mr Zhang**"), is the Chief Executive Office of the Group. The CEO is responsible for the Group's entire operations.

Mr Zhang has no family relationship with Mr Ma. The roles of the Chairman and CEO are separate and their responsibilities are clearly defined to ensure a check and balance of power and authority.

The Chairman is also responsible to ensure effective communication with shareholders, encourage constructive relationship between the Board and Management, as well as between the Board members, and promote high standards of corporate governance.

Lead Independent Director

Currently, more than half the Board comprise Independent Directors and there is a strong element of independence. As the Board Chairman is an executive director, the Board has appointed Mr Wong Loke Tan as the Lead Independent Director on 15 December 2023, with Mr Ng Kian Guan subsequently taken over the role on 16 September 2024. He will coordinate and lead the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board. Shareholders with concerns may contact the Lead Independent Director directly, when contact through the normal channel via the Chairman or management has failed to provide a satisfactory resolution or when such contact is inappropriate or inadequate. There was no query received or request on any matters which require the Lead Independent Director's attention in FY2024.

Principle 4: Board Membership

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Nominating Committee and its activities

The NC, regulated by a set of written terms of reference endorsed by the Board, comprises the following three (3) Board members, all of whom including the NC Chairman, are Non-Executive Independent Directors:

Ng Kian Guan
– Chairman, Lead Independent Director [1]

Wong Loke Tan
– Member, Independent Director

David Tan Chao Hsiung
– Member, Independent Director [2]

(1) Mr Ng Kian Guan was appointed as the Chairman of the NC on 16 September 2024.
(2) Mr David Tan Chao Hsiung was appointed as a member of the NC on 16 September 2024.

During FY2024, the NC conducted activities in line with its terms of reference as set out below:-

(a) The functions of the NC include, amongst others, reviewing and recommending to the Board on relevant matters relating to:

  (i) the succession plans for the Board of Directors, in particular the Chairman and CEO;
  (ii) succession planning for key management personnel of the Group;
  (iii) the development of a process and criteria for evaluation of the performance of the Board of Directors, the Board Committees, Directors and key management personnel;
  (iv) the review of training and professional development programmes for the Board of Directors; and
  (v) the appointment and re-appointment of Directors (including alternate Directors, if applicable);

(b) reviewing annually the composition of the Board to ensure that the Board has an appropriate balance of expertise, skills, attributes, abilities and diversity;

(c) determining annually whether a Director is independent in accordance with the Code and any other salient factors;

(d) reviewing and deciding whether a Director is able to and has been adequately carrying out his duties as a Director;

(e) reviewing and approving of any new employment of related persons and the proposed terms of their employment;

(f) evaluating the effectiveness of the Board as a whole, the Board Committees and contribution by the Chairman and individual Directors; and

(g) review all diversity related charters in the context of sustainability governance to streamline into the overall governance.

The NC meets at least once a year. Each member of the NC, other than providing information when requested, shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the NC in respect of his re-election as Director.

Directors' selection and nomination process

The search and nomination process for new Directors, if any, will be through search companies, contacts and recommendations that go through the normal selection process, to cast its net as wide as possible for the right candidates. The NC will also consider tapping on the resources or services provided by the Council for Board Diversity, the Singapore Institute of Directors and relevant professional associations to facilitate their search process. Based on the profile submitted, the NC will meet with the candidate for a chat to have a better understanding of the candidate. The NC will consider amongst others, the qualification, experience and qualities of the candidate and the requirement of the Board at that point in time. This is to ensure that the Board comprises members with different expertise and perspectives having come from different backgrounds, for a more balanced Board.

Directors' rotation and re-election

One-third of the Board is to retire by rotation and subject themselves to re-election. The Constitution of the Company provides that one-third of the Directors who have served the longest since their most recent election (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) must retire from office at the AGM. The retiring Directors are eligible to offer themselves for re-election at the AGM. In addition, all Directors are required to submit themselves for re-nomination and re-appointment at least once every three (3) years. The Constitution aligns with the Listing Manual in this respect.

Pursuant to Regulation 102 of the Constitution of the Company, Mr Zhang Zengtao ("**Mr Zhang**"), and Mr Ng Kian Guan ("**Mr Ng**") are due to retire at the forthcoming AGM. Each of Mr Zhang and Mr Ng, being eligible, has offered himself for re-election. The details of Mr Zhang and Mr Ng as required under Rule 720(6) of the Listing Manual are set out in the 'Disclosure of Information on Directors Seeking Re-Election' section of this Annual Report.

The NC, having considered the attendance and participation of the Directors at the Board and Board Committee meetings, in particular, their contribution to the business and operations of the Company, has recommended their re-election. The Board has concurred with the NC's recommendation. Each member of the NC had abstained from voting on any resolutions and making any recommendations and/or participating in any deliberations of the NC in respect of his re-election as Director.

Pursuant to Regulation 106 of the Constitution of the Company, Mr Lee Chow Soon ("**Mr Lee**") is due to retire at the forthcoming AGM. Pursuant to Regulation 106 of the Constitution of the Company, Directors who were newly appointed since the last AGM will have to vacate their office at the close of the forthcoming AGM. The retiring Directors, being eligible, may offer themselves for re-election. Mr Lee, who was appointed to the Board on 30 December 2024, is due to retire at the forthcoming AGM. Mr Lee, being eligible, has offered himself for re-election. The details of Mr Lee as required under Rule 720(6) of the Listing Manual are set out in the 'Disclosure of Information on Directors Seeking Re-Election' section of this Annual Report.

The NC, having considered both its earlier assessment - of that prior to his appointment in December 2024 - and his participation and contribution subsequent to his appointment, has recommended his re-election. The Board has concurred with the NC's recommendation. Mr Lee had abstained from voting on any resolutions and making any recommendations and/or participating in any deliberations of the Board in respect of his re-election as Director.

Maximum limit on outside directorships

As an individual Director's ability to commit time to the Group's affair is essential, the NC has determined that the maximum number of listed company board representations which any Director of the Company may hold is five (5). A review by the NC and Board will be conducted if any Director holds more than the maximum number of listed company board representations. Saved for Mr Wong Loke Tan, the NC noted that all Directors had complied with this guideline in FY2024.

During FY2024, as Mr Wong Loke Tan held directorships in 6 listed companies, the NC and the Board had conducted a review and were satisfied with his commitment time to the Group's affair and contributions.

The Board would generally avoid approving the appointment of alternate directors unless in exceptional cases of medical emergency. There was no alternate director on the Board in FY2024.

Profile of the Directors, detailing their qualifications, directorships in other listed companies and principal commitments, their appointment to the Board and the date of their last re-election can be found on pages 10 to 12 of this Annual Report.

Principle 5: Board Performance

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Annual appraisal process of Board, Board Committees and individual Directors

The Board acknowledges the importance of a formal assessment of Board performance and embraces the NC's recommendation on the objective performance criterion and process for the evaluation of the Board, Board Committees and individual Directors. Through the NC's recommendation, the Board has adopted a formal system of evaluating Board performance with the use of evaluation forms to assess the effectiveness, efficiency and functioning of the Board and Board Committees and the contribution by each Director. All Directors are required to complete the evaluation questionnaire annually. The Company Secretary compiles the Directors' responses in the evaluation forms and prepares a consolidated report. The report is reviewed at the NC meeting and then reported to the Board.

The evaluation of the Board's performance as a whole deal with matters on Board composition, information flow to the Board, Board procedures and Board accountability. The criterion for the evaluation of individual Director include amongst others, attendance at meetings, Directors' duties and know-how and interaction with fellow Directors. The Board Committees' evaluation deals with the efficiency and effectiveness of each Committee in assisting the Board. Finally, the evaluation of the Board covers the Board contribution to the testing and development of strategy, ensuring effective risk management, the Board's response to problems and crisis etc.

The evaluation of Board performance is conducted annually to identify areas of improvement and as a form of good Board management practice. The performance evaluation exercise for FY2024 for the Board was conducted and the results were presented to the NC for discussion in February 2025. The NC was satisfied that the Board had been effective as a whole and that each and every Director had contributed to the effective functioning of the Board and the Board Committees. In addition, the NC was also satisfied that sufficient time and attention had been given by the Directors to the affairs of the Company, notwithstanding that some of the Directors had multiple board representations.

For FY2024, the Company did not engage any external facilitator for the performance evaluation process of the Board, the Board Committees and the Directors.

B. REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No Director is involved in deciding his or her own remuneration.

Remuneration Committee and its activities

The RC, regulated by a set of written terms of reference endorsed by the Board, comprises the following three (3) Board members, all of whom including the RC Chairman, are Non-Executive Independent Directors:

David Tan Chao Hsiung
– Chairman, Independent Director [1]

Ng Kian Guan
– Member, Lead Independent Director

Wong Loke Tan
– Member, Independent Director

[1] *Mr David Tan Chao Hsiung was appointed as the Chairman of the RC on 16 September 2024.*

During FY2024, the RC conducted activities in line with its terms of reference as set out below.

The RC has adopted written terms of reference defining its membership, administration and duties. Duties and responsibilities of the RC include:

(a) reviewing and recommending to the Board, in consultation with the Chairman of the Board, a remuneration policy framework and guidelines for remuneration of the Board and the CEO and other persons having the authority and responsibility for planning, directing and controlling the activities of the Company ("**key management personnel**"). The RC's recommendations should be submitted for endorsement by the Board;

(b) determining specific remuneration packages for each of the Directors and key management personnel ("**KMP**") covering all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind, and submitting such determination to the Board for approval. In so doing, the RC should take into consideration the following:

    (i) a significant and appropriate proportion of EDs and KMP's remuneration should be structured so as to link rewards to corporate and individual performance;

(ii) such performance-related remuneration should be aligned with the interests of shareholders and other stakeholders, and promote the long-term success of the Company. It should also take into account the risk policies of the Company, be symmetric with risk outcomes and be sensitive to the time horizon of risks;

(iii) remuneration of Non-Executive Directors should be appropriate to the level of contribution, taking into account factors such as effort and time spent, and responsibilities of such Directors; and

(iv) Non-Executive Directors should not be over-compensated to the extent that their independence may be compromised;

(c) seeking expert advice inside and/or outside the Company on remuneration of all Directors, if necessary, and ensure that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants;

(d) reviewing the Company's obligations arising in the event of termination of the EDs and KMP's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, and aim to be fair and avoid rewarding poor performance;

(e) recommending targets and measures for assessing the performance of each of the EDs and KMP, for endorsement by the Board;

(f) where long-term incentives schemes have been implemented by the Company, reviewing whether EDs and KMP should be eligible for benefits under the long-term incentives schemes;

(g) periodically considering and reviewing remuneration packages in order to maintain their attractiveness, so as to retain and motivate the Directors and KMP;

(h) considering the implementation of schemes to encourage Non-Executive Directors to hold shares in the Company so as to better align the interests of such Non-Executive Directors with the interests of shareholders; and

(i) considering relevant sustainability governance aspect(s) that the NC recommends to integrate into the governance of the Company, within the areas and duties and powers of the RC.

The RC reviews and recommends the remuneration of EDs and KMP to the Board for approval. The remuneration policy adopted comprises a fixed and variable component. The fixed component is in the form of base salary while the variable component is in the form of performance bonus which is determined based on performance of the Group and the individual.

The RC, where necessary, may seek advice from external remuneration consultant in framing the remuneration policy and determining the level and mix of remuneration for Directors and KMP. The Board has not engaged any external remuneration consultant to advise on remuneration matters for FY2024.

Each member of the RC or any Director abstains from voting on any resolution or participating in any deliberation in respect of his remuneration package and matters in which he has an interest. No director is involved in deciding his own remuneration.

Principle 7: Level and Mix of Remuneration

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

Principle 8: Disclosure on Remuneration

The Company is transparent on its remuneration policies, level and mix of remuneration, the procedures for setting remuneration, and the relationships between remuneration, performance and value creation.

The role of the RC is to review and recommend to the Board, in consultation with the Chairman of the Board, a framework of remuneration for the Directors and KMP of the Group, and to determine specific remuneration packages for each ED. The RC's objective is to establish and maintain an appropriate and competitive level of remuneration to attract, retain and motivate Directors and KMP. The Independent Directors receive Directors' fees in accordance with their level of contribution, taking into account factors such as effort and time spent and responsibilities of the Directors.

Remuneration linked to performance

The remuneration for EDs and KMP comprises salaries, allowances, benefits-in-kind and discretionary bonuses. Salaries are reviewed annually by the RC and adjustments are made to reflect performance, contribution, changes in responsibilities (if any) and/or by reference to market/sector trends. In addition to salary, EDs and KMP are eligible to receive discretionary bonuses which are determined based on individual performance; the Group's performance for each financial year against key performance indicators on revenue and profit targets; and other factors such as market conditions. The amount of discretionary bonuses are reviewed and approved by the RC, and endorsed by the Board. The Company does not have any long-term incentive scheme(s) such as employee share option schemes or performance share plans in place.

During FY2024, the RC had reviewed the current employment terms and conditions (including remuneration) of Executive Directors and KMP. The RC is satisfied that the terms and conditions (including remuneration) for Executive Directors and KMP are reasonable and within the specific mandates from the Board and are also in line with the Group's existing human resource policies. The RC also reviews the Company's obligations, in the event of termination of the Executive Directors and KMP, and is satisfied that their service contracts (if any) does not contain unfair and unreasonable termination clauses which are both onerous and overly generous. The RC has recommended the aforesaid to the Board for adoption.

Non-executive Directors' fees

Non-Executive Directors (including Non-Independent Non-Executive Directors) and members of the Board Committees (other than Executive Director(s)) are entitled to annual fees that are approved by Shareholders at the AGM prior to payment. Such annual fees are determined based on the level of skills, responsibilities and commitments required of each Non-Executive Director.

The RC had recommended an amount of S$205,000 as Directors' fees to be paid to the Independent Directors for the financial year ending 31 December 2025. The Board had concurred with the RC's recommendation and this resolution has been tabled for shareholders' approval at the Company's forthcoming AGM. Each of the RC members had abstained from deliberating and voting on his own remuneration.

Remuneration table for Directors and CEO

A breakdown showing the level and mix of each individual Director's and the CEO's remuneration for FY2024 is disclosed in the table below:

Name of Director	Salary/ Allowances (%)	Bonus (%)	Benefits-in-Kind[a] (%)	Directors' Fees (%)	Total (S$)
Executive Chairman					
Ma Zhaoyang	73	12	15	-	880,917
Executive Director & CEO					
Zhang Zengtao	85	13	2	-	741,499
Executive Director					
Chng Beng Hua	87	12	1	-	416,415
Independent Directors					
Wong Chee Meng Lawrence [1]	-	-	-	100	32,038
Ng Kian Guan	-	-	-	100	46,440
Wong Loke Tan	-	-	-	100	48,560
David Tan Chao Hsiung	-	-	-	100	45,000
Lee Chow Soon [2]	-	-	-	100	245

(1) *Mr Wong Chee Meng Lawrence resigned as an Independent Director on 16 September 2024.*
(2) *Mr Lee Chow Soon was appointed as an Independent Director on 30 December 2024.*
(a) *Comprises Car, Driver and Medical benefits*

The remuneration (include remuneration received from the Company and any of its subsidiaries) of each individual Director is disclosed, on a named basis, in detail with a breakdown in percentage term of the remuneration earned through base/fixed salary, allowances, benefits-in-kind and variable or performance-related bonuses. There were no stock options, share based incentive/awards and other long-term incentives.

Remuneration Bands of top three (3) key management personnel (who are not Directors or the CEO) [(1)]

Name of Key Management Personnel	Remuneration Band	Salary/ Allowances %	Bonus %	Benefits-in-Kind[(a)] %	Total
Choo Hong Chun	S$250,000 – S$499,999	86	13	1	100
Chng Tze Sian Milton	S$0 – S$249,999	87	12	1	100
Zhao Yuanyuan		86	14	-	100

[(1)] The Group had appointed only three (3) key management personnel (who are not Directors or the CEO) in FY2024. Profile of current key management personnel can be found on page 13 of this Annual Report.

[(a)] Comprises Medical benefits

The remuneration (include remuneration received from the Company and any of its subsidiaries) of KMPs is disclosed with a breakdown in percentage term of the remuneration earned through base/fixed salary, allowances, benefits-in-kind and variable or performance-related bonuses. There were no employee share option (or share incentive) schemes and other long-term incentives. The Company has taken into consideration the sensitive and confidential nature of remuneration matters.

For FY2024, the aggregate total remuneration paid to the abovenamed top three (3) KMP amounted to S$648,000.

For FY2024, there were no termination, retirement and post-employment benefits granted to Directors and the top three (3) KMP (who are not Directors or the CEO).

Remuneration of employees who are substantial shareholders or are immediate family members of a Director, CEO or substantial shareholder

The table below shows the remuneration of an executive who is an immediate family member of a Director and whose remuneration exceeds S$100,000 for FY2024:

Name	Relationship	Position	Remuneration Band
Chng Tze Sian Milton	Son of Mr Chng Beng Hua	Assistant General Manager (Corporate Affairs)	S$150,001 to S$250,000

Save as disclosed above (the relationship between Mr Chng Beng Hua and Mr Chng Tze Sian Milton) and the remuneration of Mr Ma Zhaoyang (Executive Chairman and substantial/controlling shareholder) and Mr Zhang Zengtao (Executive Director/CEO and substantial/controlling shareholder) whose salary are disclosed in the above remuneration table for Directors and CEO, there is no other employee who is a substantial shareholder of the Company or is an immediate family member of a Director, the CEO or a substantial shareholder of the Company or is an immediate family member of a Director or a substantial/controlling shareholder of the Company in FY2024.

C. ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interest of the Company and its shareholders.

Risk Management

The Board had assessed and decided not to establish a separate Board Risk Committee to carry out its responsibility of helping the Board in the overseeing of the Group's risk management framework and policies. Instead, this responsibility is assumed by the AC. The AC assists the Board in providing oversight of risk management in the Company. The AC is responsible for reviewing the adequacy and effectiveness of the Group's risk management systems and internal controls, including financial, operational, compliance including sanctions-related risks, and information technology controls and report to the Board its observations on the matters as it considers necessary and makes recommendations to the Board.

The Chief Risk Officer is responsible for the setting up of the Enterprise Risk Management ("**ERM**") system and framework. The ERM framework helps with the identification, prioritisation, assessment, management and monitoring of key risks to the Group's business. The ERM is reviewed annually by the AC, and Management reports to the Board the key risks indicators and how the risks are addressed.

The ERM system and framework established is embedded in the internal control systems of the Group.

Internal Controls

The Board recognises the importance of maintaining a sound system of internal controls to safeguard the shareholders' interest and investments and the Group's assets. The Board recognises that no cost-effective internal control system will preclude all errors and irregularities, as the system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Group has internal control systems and processes which it considers to be sufficient having regard to the size of the Group and the complexity of its operations. The Board has also received assurance from:

(a) the CEO and the Chief Financial Officer ("**CFO**") that the financial records have been properly maintained and the financial statements for FY2024 give a true and fair view of the Company's operations and finances; and

(b) the CEO and other KMP who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems are effective in addressing key financial, operational, compliance including sanctions-related risks, and information technology risks.

During FY2023 audit, the then external auditor had made a number of medium and low risks observations in the course of their work. The Audit Committee, with the support of the Board, appointed the current external auditor to undertake a review of the implementation of their recommendations on an agreed upon procedure basis. To-date this review has been completed.

Board's commentary, with the concurrence of the AC, on the adequacy and effectiveness of internal controls and risk management systems

Based on the internal controls established and maintained by the Group, work performed by the external and internal auditors, reviews performed by Management, various Board Committees and the Board, and the assurance from the CEO and the CFO, the Board with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance including sanctions-related risks and information technology controls) and risk management systems were adequate and effective as at 31 December 2024. The Group will review its internal control systems and processes on an on-going basis and make further improvements when necessary.

The Group does not have business operations or business activities in a jurisdiction which is subject to sanctions-related law or regulation, or, due to changes in sanctions law, becomes a sanctioned nation.

The Board and the AC will be (i) responsible for monitoring the Company's risk of becoming subject to, or violating any Sanctions Law; and (ii) ensuring timely and accurate disclosures to the SGX-ST and other relevant authorities.

Principle 10: Audit Committee

The Board has an Audit Committee which discharges its duties objectively.

Audit Committee and its activities

The AC comprises the following four (4) Board members, all of whom including the AC Chairman, are Non-Executive Independent Directors:

Wong Loke Tan
– Chairman, Independent Director

Ng Kian Guan
– Member, Lead Independent Director

David Tan Chao Hsiung
– Member, Independent Director

Lee Chow Soon
– Member, Independent Director [1]

[1] *Mr Lee Chow Soon was appointed as a member of the AC on 30 December 2024.*

Majority of the AC members have accounting and finance background. At least two (2) members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience. The AC Chairman, Mr Wong Loke Tan, and Mr Ng Kian Guan were previously bankers by profession. Mr Wong remains active in the business community and has accumulated profound accounting and financial knowledge. Mr David Tan Chao Hsiung has over 20 years of experience in the banking and finance industry and has held senior management positions in both local and foreign financial institutions. For more information on the relevance of the AC members' skillset and experience, please refer to the Directors' Profile on pages 10 to 12 of this Annual Report.

During FY2024, the AC conducted activities in line with its terms of reference and its statutory duties prescribed under Section 201B(5) of the Companies Act as set out below.

The duties and responsibilities of the AC under the written terms and reference defining its membership, administration and duties include reviewing and recommendation to the Board on the following:

(a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance, and how these issues were addressed;

(b) reviewing with the external and internal auditors the audit plan, audit procedure, their evaluation of the system of internal accounting controls, their audit report and findings, their letter to Management and Management's response, as well as assistance given by the Company's officers to the auditors;

(c) obtaining assurance from the CEO and CFO that the financial records have been properly maintained and give a true and fair view of the Group's operations and finances;

(d) reviewing the financial statements of the Company including half and full year results before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Listing Manual and any other relevant statutory or regulatory requirements;

(e) reviewing the scope and results of the audit and its cost effectiveness and the independence and objectivity of the external auditors. Where the external auditors also provide non-audit services to the Company, the AC would keep the nature and extent of such services under review, seeking to balance the maintenance of objectivity and value for money;

(f) reviewing the internal control procedures and ensure co-ordination between the external auditors and Management, and review the assistance given by Management to the external auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the external auditors may wish to discuss in the absence of Management at least annually;

(g) reviewing and discussing with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and Management's response;

(h) overseeing the Group whistleblowing policy and ensuring that the Group publicly discloses and clearly communicates to employees, the existence of a whistleblowing policy and procedures for raising such concerns and report such significant matters to the Board;

(i) reviewing the adequacy, effectiveness, independence, objectivity, scope and results of the external audit and the Group's internal audit function annually;

(j) considering and nominate the appointment or re-appointment of the external auditors, their remuneration and terms of engagement, and matters relating to the resignation or dismissal of the external auditors;

(k) approving the internal control procedures for interested person transactions to ensure that they are carried out on arm's length basis and on normal commercial terms, and reviewing interested person transactions (if any) falling within the scope of Chapter 9 of the Listing Manual, as well as related party transactions;

(l) reviewing potential conflicts of interest, if any;

(m) reviewing the work by the internal auditors on the internal review and any external assurance of the Company's annual sustainability report; ensuring that sustainability reporting integrates the process of monitoring and control; and reviewing the annual sustainability report before submission to the Board for approval.

(n) reviewing the policy and arrangements for concerns of possible improprieties in sustainability reporting, including its monitoring and control, or other matters to be safely raised, independently investigated and appropriately followed upon;

(o) undertaking such other reviews and projects as may be requested by the Board, and will report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

(p) generally undertaking such other functions and duties, including sustainability related matters, as may be required by statute or the Listing Manual, or by such amendments as may be made thereto from time to time;

(q) review at least annually and assessing the adequacy and effectiveness of the internal controls addressing the financial, operational, compliance including sanctions-related risks and sustainability reporting, information technology and risk management;

(r) ensuring timely and accurate disclosures to the SGX-ST and other relevant authorities;

(s) monitoring the Company's risk of becoming subject to, or violating, any sanctions law, assessing whether there is a need to obtain independent legal advice or appointment of a compliance advisor in relation to sanctions-related risks applicable to the Group and continuous monitoring of the validity of the information provided to shareholders and the SGX-ST;

(t) procuring the external auditors to review and provide recommendations on the Group's cash management procedures, including reviews relating to anti-money laundering controls on the Company's sources of financing of acquisitions and the Group's customers and suppliers, on an annual basis;

(u) on an on-going basis, monitoring, reviewing and ensuring the implementation of the external and internal auditors' recommendations on internal controls of the Group, including anti-money laundering;

(v) procuring the external auditors to review and provide recommendations on the Group's cash management procedures, and carry out a pre-deal anti-money laundering due diligence on the source of funds for any transactions classified under Rules 1014 and 1015 of the Listing Manual;

(w) ensuring that upon completion of the internal controls audit, appropriate disclosure will be made via the SGXNET on any material, price sensitive internal control weakness and any follow up to be taken by the Board; and

(x) reviewing the effectiveness of the risk management systems of the Group, overseeing the Group's risk exposure and risk appetite, formulating and executing the Group's risk assessment and mitigation strategies.

None of the AC members were former partners or directors of the Company's external auditors or hold any financial interest in the external auditors. The AC provides oversight and assists the Board in discharging its statutory and other responsibilities relating to the financial reporting risk and the adequacy and effectiveness of the Group's internal control, risk management and compliance systems. The AC reports to the Board on the results of the audits undertaken by the external and internal auditors, the adequacy and effectiveness of the internal control and risk management.

The internal auditors report directly to the AC on all internal audit matters. The AC will review the internal audit plan to ensure that the scope is adequate and all internal audit findings and recommendations are submitted to the AC for deliberation. The AC approves the appointment, removal, evaluation and compensation of the internal auditors. A risk-based internal audit plan, which sets out the areas to be audited by the internal auditors, was reviewed and approved by the AC, before the commencement of the audit work to assess the adequacy and effectiveness of internal controls, regarding areas which are of significant or higher risks to the Group's business activities. The AC reviews the adequacy and effectiveness of the internal audit function at least on an annual basis, and as and when the situation calls for it.

The AC meets with the external and internal auditors at least once a year without the presence of Management to review the adequacy of audit arrangements on the scope, quality and observations of the external and internal audits, and the independence and objectivity of the external auditors. The last private session with the external and internal auditors was held in February 2025.

AC's commentary on the independence, effectiveness and adequacy of the internal audit function

The internal audit function of the Group for FY2024 was carried out by BDO Advisory Pte Ltd, an independent firm, whom the AC opined that it was adequately resourced, including having the appropriate personnel with relevant experience and qualification to perform the assignment for the Company. The outsourced internal audit team is headed by a partner who has more than 25 years of experience in audit and advisory services. He holds Bachelor of Accountancy Degree (Honours) from Nanyang Technological University, Singapore, and is a Chartered Accountant of Institute of Singapore Chartered Accountants and Certified Internal Auditor of the Institute of Internal Auditors ("IIA"). The AC is satisfied that the outsourced internal audit function is adequately staffed by suitably qualified and experienced professionals. The internal audit function follows a global internal audit methodology, which references to the International Standards for the Professional Practice of Internal Auditing, as set by IIA. The internal auditors have unfettered access to the AC and all Company's documents, records, properties and personnel.

The AC, after having reviewed the internal audit reports and remedial actions implemented by Management, the AC was satisfied that the internal audit functions were independent, effective and adequately resourced.

External auditors

The Company has appointed a suitable auditing firm to meet its audit obligations, having regard to the adequacy of the resources and experience of the auditing firm and the audit engagement partner assigned to the audit. Deloitte & Touche LLP was appointed as the Company's external auditors with effect from 26 April 2024, upon obtaining the shareholders' approval at the AGM held last year. Mr Ho Kok Yong is the audit engagement partner in-charge of the audit of the Company since the financial year ended 31 December 2024.

The AC had reviewed the non-audit services performed by the external auditors for FY2024 and was of the opinion that the provision of such services had not affected the independence of the external auditors. The external auditors had affirmed their independence in this respect. For FY2024, the external auditors were assessed based on the audit quality indicators disclosure framework issued by the Accounting and Corporate Regulatory Authority.

The aggregate amount of fees paid/payable by the Group to the Company's external auditors were as follows:

External Auditors' Fees	FY2024 S$'000	% of Total Audit Fees
Audit Services	760	92
Non-Audit Services	70	8
Total Audit fees paid	830	100

The AC has recommended the re-appointment of Deloitte & Touche LLP as the Company's external auditors for the financial year ending 31 December 2025 for shareholders' approval at the forthcoming AGM of the Company.

The Company has appointed Deloitte & Touche LLP Singapore as the auditors of all subsidiaries in Singapore. Other member firms of Deloitte & Touche International are appointed as auditors of significant foreign-incorporated subsidiaries.

The Company has complied with Rule 712 and Rule 715 or 716 of the Listing Manual in relation to its auditors.

In addition, the AC reviewed interested person transactions in accordance with Chapter 9 of the Listing Manual to satisfy itself that the terms of the transactions are on an arm's length basis and are not prejudicial to the interests of the Company and its minority shareholders.

Whistleblowing policy

The Company has put in place a whistleblowing policy which sets out the procedure for a whistleblower to make a report to the Company on misconduct or wrongdoing relating to the Company and its officers. The Company has committed to ensure that the identity of the whistleblower and the investigation reports and records would be kept confidential. The Company is also committed to ensure the protection of the whistleblower against detrimental or unfair treatment.

The Company has designated the AC as the independent function to investigate whistleblowing reports made in good faith. The AC may also obtain expert professional advice whenever there is a need to consult externally, at the expense of the Company.

The AC is responsible for the oversight and monitoring of the whistleblowing policy. There were no whistleblowing reports received in FY2024.

D. SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

The Company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

The Company recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that all Company's shareholders are treated equitably and the rights of all investors, including non-controlling shareholders are protected.

The Company is committed to provide shareholders with adequate, timely and sufficient information relating to changes in the Company or its business which would be likely to materially affect the price or value of the Company's shares. The Company will ensure that shareholders have the opportunity to participate effectively in and vote at general meetings of shareholders. Shareholders will be informed of rules, including voting procedures that govern general meetings of shareholders. Shareholders are given the opportunity to participate in the question and answer sessions.

The Board (including the Chairman of the respective Board Committees), Management, as well as the external auditors will attend the Company's AGM to address any questions that the shareholders may have. The Directors' attendance at AGM is disclosed at Principle 1 above.

The Company will generally avoid 'bundling' resolutions unless the resolutions are interdependent and linked so as to form one (1) significant proposal.

The Company allows all individual and corporate shareholders to appoint up to two (2) proxies to attend general meetings and vote on their behalf. For corporations which provide nominee and custodial services and the Central Provident Fund ("CPF") Board, they are allowed to appoint more than two (2) proxies to attend the general meetings. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") may attend and cast his vote(s) at the AGM in person. CPF and SRS Investors who are unable to attend the AGM but would like to vote, can also inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy.

The Company will also prepare minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management, and will make such minutes available to shareholders by posting the minutes on the Company's website and SGXNET within the prescribed timeframe.

All resolutions put to the vote at the forthcoming AGM will be voted on by poll (in compliance with Rule 730A(2) of the Listing Manual) and the detailed results of the poll will be announced via SGXNET. Polling may be conducted in manual or electronic form. In determining which polling mode to take, the Company will take into consideration the turnout at general meetings and the relevant costs involved for each polling mode. An independent scrutineer is appointed for each general meeting to ensure that proper voting process is in place and to direct, supervise and validate the vote count.

Presently, the Company's Constitution does not provide for absentia voting at general meetings except that the instrument of proxy may be submitted by electronic communication. It is market sentiment that presently, security and integrity issues are of concern. Nevertheless, the Company may consider amending its Constitution to allow for absentia voting when the practice is more prevalent and/or adopt absentia voting when relevant legislative changes have been effected.

The notice of AGM and proxy form are published on SGXNET and Company's website within the stipulated timeline. Registration procedures to attend the AGM and submission of proxy forms are explained in the notice of AGM and proxy forms. Shareholders who wish to vote appointed the Chairman of the meeting as their proxy to vote on their behalf.

Dividend policy

The Group does not have a formal dividend policy at present. The form, frequency and amount of dividends declared will take into consideration the Group's profit growth, cash position, cash flows generated from operations, projected capital requirements for business growth and other factors as the Board deems appropriate.

The Group is currently in a growth trajectory (increasing itself market outreach and production capacity) which requires significant reinvestment. Significant financial resources have been committed to this strategy including increase debts financing. It would be prudent (both financial risk and borrowing costs) that debts be par down with operating cash flows and maintaining sufficient working capital. (Please refer to the Chairman and Chief Executive Officer Statement - "Reinvesting for Profit and Growth" - in this report).

The Board does not recommend any payment of dividend for FY2024.

Principle 12: Engagement with Shareholders

The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company.

The Directors regard general meetings of the shareholders as an opportunity to communicate directly with shareholders and encourage greater shareholder participation. Shareholders have the opportunity to participate effectively in and to vote at general meetings of shareholders to ensure a high level of accountability and to stay informed of the Group's plan.

The Board ensures that shareholders are informed of all major developments that impact the Group. The Company ensures timely and adequate disclosure of information on material matters required by the Listing Manual through announcements via the SGXNET.

The Company does not practice selective disclosure of material information. The Company currently does not have a formalised written investor relations policy but has in place designated investor relations personnel to advise on the appropriate disclosure requirements and regularly conveys pertinent information to shareholders to allow for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. Given the nature of its business and shareholder structure, the Board believes that a dedicated policy is not currently necessary. However, the Company remains committed to transparency and will continue to review its communication approach in line with best practices.

Information is communicated to shareholders on a timely basis through SGXNET and other information channels, including a well-maintained and updated corporate website. All materials on the financial results, annual reports, sustainability reports, letter to shareholders, minutes of general meetings and press releases are available on the Company's website. A press release accompanies the results announcement for better investor communication. The Company engages an external investor relations ("IR") consultant – Edelman Smithfield. The IR contact details are published in each press release. The Company's corporate website also has a dedicated IR section which shareholders may access for information on its announcements and publications.

The Company also provides Company's email address on the corporate website through which shareholders may contact the Company with their questions.

Principle 13: Managing Stakeholders Relationships

The Board adopts an inclusive approach by considering and balancing the needs and interest of material stakeholders, as part of its overall responsibility to ensure that the best interest of the Company are served.

The Company has regularly engaged its stakeholders through various medium and channels to ensure that the business interests are aligned with those of the stakeholders, to understand and address the concerns so as to improve services and products' standards, as well as to sustain business operations for long-term growth.

The stakeholders have been identified as those who are impacted by the Group's business and operations and those who are similarly are able to impact the Group's business and operations. They are namely, key management and employees; customers; suppliers and service providers; and investors/regulators. The Company has also undertaken a process to determine the economic, environmental, social and governance issues, which are important to these stakeholders. These issues form the materiality matrix upon which targets, performance and progress are reviewed and endorsed by the Board annually.

The Company values transparent and timely communication with the stakeholders. To ensure that stakeholders are kept informed of the Group's developments and performance, timely and adequate disclosures are made to the public via the SGXNET in compliance with SGX-ST guidelines. Shareholders and investors can contact the Company or access information on the Company at its website at https://internationalcementgroup.com/ which provides the information on the Company, Board of Directors, Management team, corporate structure, announcements, stock information, press release and financial results as released by the Company on SGXNET.

SUSTAINABILITY REPORTING

The Company considers relevant environmental, social, and governance ("**ESG**") risks and opportunities to strengthen business sustainability. The Company has published its FY2024 Sustainability Report concurrently with the announcement of this Annual Report. The Sustainability Report is publicly accessible through the Company's website as well as on SGXNET, and it should be read in conjunction with the Annual Report presented here.

The Sustainability Report sets out the Group's sustainability practices with reference to the primary components on (i) material ESG factors; (ii) climate-related disclosures consistent with the recommendations of the Task Force on Climate-related Financial Disclosures; (iii) policies, practices and performance; (iv) targets; (v) sustainability reporting framework; and (vi) Board statement and governance structure in relation to the sustainability practices. Please refer to the Sustainability Report for the detailed disclosures.

ADDITIONAL INFORMATION

E. DEALING IN SECURITIES

The Company has adopted an internal compliance code that meets the requirement of Rule 1207(19) of the Listing Manual with respect to dealings in securities by the Company, its Directors and officers of the Group. In FY2024, the Company, its Directors and officers who had access to price-sensitive, financial or confidential information were prohibited to deal in the Company's shares during the period commencing one (1) month before the half and full year announcement and ending on the date of announcement of such financial results.

The Company, its Directors and officers of the Group are also required to observe insider trading laws at all times even when dealing in securities within permitted trading period. In addition, the Directors and officers of the Group are discouraged from dealing in the Company's securities on short term considerations.

F. INTERESTED PERSON TRANSACTIONS

The Company had established internal procedures for the monitoring and review of interested person transactions. The AC and the Board ensure that interested person transactions are conducted fairly on arms' length basis, and are not prejudicial to the interests of the Company and its minority shareholders.

The AC and Board reviewed all interested party transactions for FY2024 and was satisfied that the aggregate value of the transactions is below the threshold level as set out in Chapter 9 of the Listing Manual and do not require announcement or shareholders' approval.

Name of interested person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transaction less than S$100,000)
Xi'An Baitong Construction & Engineering Co., Ltd. - provision of major maintenance of equipment and technical transformation	Indirect subsidiary of a company controlled by an immediate family member of Mr Zhang Zengtao	S$843,000	NA
Mr Juraev Rajab Davlatovich [1] - provision of transportation services to subsidiaries	Controlling shareholder of non-controlling interests of subsidiaries of the Group	S$675,000	NA

Note:

[1] *Interested person transactions are with companies which are wholly owned by Mr Juraev Rajab Davlatovich, who is a Tajikistan national and the owner of Dastoni Mohir LLC, a corporation established in Tajikistan which holds 35% participation interest in the Group's subsidiaries, International Manufacturing Company Chzhungtsai Mohir Cement LLC, Mohir Cement LLC and Mohir Investment LLC.*

G. MATERIAL CONTRACTS

There were no material contracts entered into by the Company or any of its subsidiaries involving the interest of the CEO, each Director or controlling shareholders during the financial year that is required to be disclosed under Rule 1207(8) of the Listing Manual.

Major Properties held by the Group

As at 31 December 2024

Owned by	Location & description of property	Tenure	Land area (sq. metres)	Built-up (sq. metres)
International Manufacturing Company Chzhungtsai Mohir Cement LLC	Land and building located at 19 Promzona Street, Dahana Town, Yovon District, Khatlon Region, Tajikistan	Freehold	247,950	41,525
Mohir Investment LLC	Land and building located at 19 Promzona Street, Dahana Town, Yovon District, Khatlon Region, Tajikistan	25 years till 31/01/2049	20,160	14,733
Mohir Cement LLC	Land and building located at Industrial Zone, Village Council of Madaniyat Village, Jaloliddin Balkhi District, Khatlon Region, Tajikistan	Freehold	60,770	14,578
Alacem LLP	Land and building located at No. 1, 8-th km, Kyzylzhar Shosse, Kerbulak District, Kyzylzhar Village, Almaty Oblast, Kazakhstan	Freehold	400,000	64,713
Sharcem LLP	Land and building located at No. 20, Zhanazhol Street, Konyrbiik Village, Karasu Rural District, Zharma District, East Kazakhstan Region, Kazakhstan	Freehold	1,249,037	38,377
Korcem LLP	Land and building located at No. 148, St. Baydibek, Korday Village, Korday District, Jambyl Region, Kazakhstan	10 years till 28/02/2033	500,000	68,827
Jetysu Terminal LLP	Land located at No. 141, Kerbulak District, Sary-Ozek Village, Sary-Ozek Rural District, Almaty Oblast, Kazakhstan	46 years till 17/05/2068	600,000	–

Contents

Directors' Statement

The directors present their statement together with the audited consolidated financial statements of the Group and statement of financial position of the Company for the financial year ended 31 December 2024.

In the opinion of the directors, the consolidated financial statements of the Group and the statement of financial position of the Company as set out on pages 53 to 117 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024, and the financial performance, changes in equity and cash flows of the Group for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

1 DIRECTORS

The directors of the Company in office at the date of this statement are:

Ma Zhaoyang
Zhang Zengtao
Chng Beng Hua
Ng Kian Guan
Wong Loke Tan
David Tan Chao Hsiung
Lee Chow Soon (Appointed on 30 December 2024)

2 ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate.

3 DIRECTORS' INTERESTS

The directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and related corporations as recorded in the register of directors' shareholdings kept by the Company under section 164 of the Companies Act 1967 except as follows:

Name of director and companies in which interests are held	Holdings at beginning of the financial year	Holdings at end of the financial year
The Company		
Ma Zhaoyang		
Ordinary shares		
- deemed interests	1,467,500,000	1,467,500,000
Zhang Zengtao		
Ordinary shares		
- interests held	217,500,000	217,500,000
- deemed interests	3,150,000,000	3,150,000,000
Chng Beng Hua		
Ordinary shares		
- interests held	14,500,000	14,500,000
- deemed interests	5,000,000	11,000,000
Ng Kian Guan		
Ordinary shares		
- interests held	10,000,000	10,000,000

3 DIRECTORS' INTERESTS (Cont'd)

By virtue of Section 7 of the Act, Ma Zhaoyang and Zhang Zengtao were deemed to have interests in the subsidiaries of the Company at the beginning and at the end of the financial year.

There were no changes in any of the above mentioned interests in the Company between the end of the financial year and 21 January 2025.

Neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

4 SHARE OPTIONS

(a) *Options to take up unissued shares*

During the financial year, no options to take up unissued shares of the Company or any corporation in the Group were granted.

(b) *Options exercised*

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

(c) *Unissued shares under option*

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

5 AUDIT COMMITTEE

The members of the Audit Committee during the year and at the date of this statement are:

Wong Loke Tan	(Chairman), Independent, Non-Executive Director
Ng Kian Guan	Lead Independent, Non-Executive Director
David Tan Chao Hsiung	Independent, Non-Executive Director
Lee Chow Soon	Independent, Non-Executive Director

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

The Audit Committee has held two meetings since the last directors' statement. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit Committee also reviewed the following:

- assistance provided by the Company's officers to the internal and external auditors;
- half-yearly financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees. The Audit Committee had reviewed the independence of the auditors, Deloitte & Touche LLP, and determined that the auditors were independent in carrying out their audit of the financial statements for the current financial year.

5 AUDIT COMMITTEE (Cont'd)

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Deloitte & Touche LLP, be nominated for re-appointment as auditors at the forthcoming 2025 Annual General Meeting.

In appointing the auditors for the Company and its subsidiaries, the Company has complied with Rules 712 and 715 of the SGX Listing Manual.

6 AUDITORS

The auditors, Deloitte & Touche LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors

Zhang Zengtao
Director

Chng Beng Hua
Director

28 March 2025

Independent Auditor's Report

To the Members of International Cement Group Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of International Cement Group Ltd. (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 53 to 117.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the "*Auditors' responsibilities for the Audit of the Financial Statements"* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTER(S)	HOW WAS THE MATTER ADDRESSED IN OUR AUDIT
Completeness of property, plant and equipment and related depreciation *(Refer to Note 3.1 to the financial statements)*	
As the Group continues to expand its cement business, the Group incurs significant capital expenditure for the construction of its property, plant and equipment ("PPE") in Tajikistan and Kazakhstan. The Group relies on the expertise of quantity surveyors of its contractors, and internal and external documentation in estimating the total incurred cost of construction of PPE. The Group evaluates the useful lives of PPE at the end of each reporting period to reflect changes in the expected level of usage and technological developments observed. As at each reporting date, significant judgement is involved in the determination of the total cost of the construction of PPE incurred to date, timing of recognition of such assets, applicable useful lives, commencement of depreciation, and changes in the costs and depreciation of PPE as a result of the modification of contracts.	Our key procedures performed included the below, amongst others: • inspecting additions of PPE during the year, on a sample basis, to supporting documents such as invoices, delivery notes and contracts, where applicable to ensure that they meet the recognition and capitalisation criteria of SFRS(I) 1-16; • obtaining confirmations, on a sample basis, from suppliers and main contractors for payable and accrued balances as at reporting date; • reviewing correspondences and supplementary agreements with counterparties on contract cost modifications for PPE, where applicable; and • evaluate and challenge the reasonableness of the useful lives determined by the Group and reviewing the triggers which led to a revision of useful lives, if any.

Key Audit Matters (cont'd)

<table>
<tr><th>KEY AUDIT MATTER(S)</th><th>HOW WAS THE MATTER ADDRESSED IN OUR AUDIT</th></tr>
<tr><td colspan="2">Impairment assessment of non-financial assets
(Refer to Notes 3.1 and 3.2 to the financial statements)</td></tr>
<tr><td>The Group's net asset value exceeded its market capitalisation by $140,056,000 (2023: $141,215,000) as at 31 December 2024. This indicates that non-financial assets may be impaired.

The Group tests for impairment when there are indicators that the carrying amounts of the non-financial assets may not be recoverable.

In particular, the Group's assets include significant amounts of goodwill and subsoil rights, which are allocated to the cash generating unit ("CGU") of International Manufacturing Company Chzhungtsai Mohir Cement LLC and its operating subsidiary. These intangible assets are tested for impairment annually by estimating the recoverable amount of the CGU.

The estimation of recoverable amount involves significant assumptions in relation to the estimated future cash flows derived which are subject to market and regulatory developments. The cash flows are sensitive to key assumptions relating to forecasted revenue growth rates, forecasted profit margins, terminal growth rates and discount rates.</td><td>Our key procedures performed included the below, amongst others:

• evaluating controls designed and applied by the Group to ensure that its impairment analysis is appropriately undertaken and reviewed;

• discussing with management and evaluating their determination of CGU and possible indicators of impairment for relevant assets;

• reviewing the key assumptions related to the estimated future cash flows, by considering discussions with management and historical performance against budgets. We also compared the terminal growth rate and discount rates to available industry data;

• involving an external auditor expert, such as a valuation specialist, to review the Weighted Average Cost of Capital ("WACC");

• evaluating the accuracy of management's calculations for CGUs subject to impairment testing and whether the CGUs tested are complete; and

• reviewing the disclosures in describing the inherent degree of estimation uncertainty and key assumptions applied.</td></tr>
</table>

Key Audit Matters (Cont'd)

KEY AUDIT MATTER(S)	HOW WAS THE MATTER ADDRESSED IN OUR AUDIT
Liquidity Risk Management *(Refer to Note 4.3.2 – Liquidity Risk to the financial statements)*	
The Group is exposed to liquidity risk arising from its ability to meet financial obligations when they fall due. As at 31 December 2024, the Group has significant non-current trade and other payables of $187,203,000, non-current loans and borrowings of $41,992,000 and capital commitments of $8,777,000. The Group relies on internally generated cash flows, borrowings from key stakeholders, deferred payment arrangements, and access to financing facilities, including a revolving credit line drawn during the year. Management has also developed contingency plans to reduce non-essential spending and explore alternative funding strategies under severe downside scenarios. During the year, the Group has successfully extended the due dates for various payables and loans to beyond 12 months from the date of authorisation of the financial statements. Management has prepared cash flow projections up to March 2026 in assessing the Group's ability to meet its obligations. We have identified this as a Key Audit Matter due to the significance of the financial liabilities, and the importance of management's plans to manage the Group's liquidity risk; further details are disclosed in Note 4.3.2 - Liquidity Risk.	Our key procedures performed included the below, amongst others: • obtained cash flow projection prepared by management up to March 2026; • discussing with management on the plans to manage the Group's liquidity risk; • reviewing deferral agreements, loan extension agreements and financing facilities; and • reviewing the adequacy of the related disclosures in Note 4.3.2 – Liquidity Risk.

Other Matter

The financial statements of the Group and the Company for the year ended 31 December 2023 were audited by another auditor who expressed on unmodified opinion on those financial statements on 5 April 2024.

Information Other than Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is material inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Responsibilities of Management and Directors for the Financial Statements (Cont'd)

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

(b) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming to express an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditor's Report (Cont'd)

To the Members of International Cement Group Ltd.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Ho Kok Yong.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

28 March 2025

Consolidated Statement of Profit or Loss

Year ended 31 December 2024

	Note	2024 $'000	2023 $'000 (restated)
Revenue	2.2	263,542	257,398
Cost of sales	2.4	(172,098)	(167,428)
Gross profit		91,444	89,970
Other income	2.4	2,888	3,279
Selling and distribution expenses		(1,785)	(1,397)
Administrative expenses	2.4	(37,522)	(41,850)
Provision for loss allowance on trade and other receivables and contract assets		(373)	(548)
Other expenses	2.4	(41,090)	(6,405)
Results from operating activities		13,562	43,049
Finance income	2.3	17,848	5,816
Finance costs	2.3	(14,823)	(3,743)
Net finance income		3,025	2,073
Profit before tax	2.4	16,587	45,122
Tax expense	2.5	(14,051)	(18,540)
Profit for the year		2,536	26,582
Profit attributable to:			
Owners of the Company	2.6	135	13,676
Non-controlling interests	6.3	2,401	12,906
Profit for the year		2,536	26,582
Earnings per share (cents)			
Basic earnings per share	2.6	0.002	0.238
Diluted earnings per share	2.6	0.002	0.238

See accompanying notes to financial statements.

Consolidated Statement of Comprehensive Income

Year ended 31 December 2024

	Note	2024 $'000	2023 $'000 (restated)
Profit for the year		2,536	26,582
Other comprehensive (loss)/income			
Items that are or may be reclassified subsequently to profit or loss:			
Foreign currency exchange differences on monetary items forming part of net investment in foreign operations	5.4	(13,243)	-
Loss on winding-up of foreign operations to profit or loss account		2,310	2,472
Loss on disposal of foreign operations to profit or loss account	6.2	508	-
Foreign currency translation differences – foreign operations		3,789	(13,843)
		(6,636)	(11,371)
Other comprehensive loss for the year, net of tax		(6,636)	(11,371)
Total comprehensive (loss)/income for the year		(4,100)	15,211
Total comprehensive (loss)/income attributable to:			
Owners of the Company		(7,683)	6,143
Non-controlling interests	6.3	3,583	9,068
Total comprehensive (loss)/income for the year		(4,100)	15,211

See accompanying notes to financial statements.

Statements of Financial Position

31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000 (restated)	Group 2022 $'000	Company 2024 $'000	Company 2023 $'000
Non-current assets						
Property, plant and equipment	3.1	485,281	440,067	356,883	334	483
Intangible assets and goodwill	3.2	31,409	32,507	38,247	-	-
Investment properties		115	128	138	-	-
Subsidiaries	6.1	-	-	-	176,009	176,009
Trade and other receivables	3.3	5,400	5,537	13,078	67,944	66,385
Contract assets	2.2	395	335	327	-	-
Deferred tax assets	3.9	2,229	2,023	2,159	-	-
		524,829	480,597	410,832	244,287	242,877
Current assets						
Inventories	3.4	31,583	40,942	37,441	-	-
Trade and other receivables	3.3	39,729	27,888	24,878	40	56
Contract assets	2.2	1,309	1,607	2,747	-	-
Cash and cash equivalents	3.5	5,700	6,478	11,632	106	185
		78,321	76,915	76,698	146	241
Total assets		603,150	557,512	487,530	244,433	243,118
Equity attributable to owners of the Company						
Share capital	5.3	276,824	276,824	276,824	198,647	198,647
Capital reserve	5.4	(14,708)	(15,497)	(19,838)	10,962	10,173
Currency translation reserve	5.4	(42,547)	(34,729)	(27,196)	-	-
Accumulated profits/(losses)	5.4	17,977	17,842	4,166	(23,749)	(18,012)
		237,546	244,440	233,956	185,860	190,808
Non-controlling interests	6.3	40,151	46,578	55,322	-	-
Total equity		277,697	291,018	289,278	185,860	190,808
Non-current liabilities						
Loans and borrowings	5.2	41,992	31,838	38,466	32,077	31,838
Trade and other payables	3.6	187,203	147,427	77,844	136	249
Provisions	3.7	3,592	2,103	3,163	35	33
Deferred tax liabilities	3.9	18,731	12,405	12,788	-	-
		251,518	193,773	132,261	32,248	32,120
Current liabilities						
Loans and borrowings	5.2	3,717	5,301	3,416	-	-
Tax payable		2,737	5,074	209	-	-
Trade and other payables	3.6	63,418	56,575	60,247	26,325	20,190
Contract liabilities	2.2	3,801	5,399	1,837	-	-
Provisions	3.7	262	372	282	-	-
		73,935	72,721	65,991	26,325	20,190
Total liabilities		325,453	266,494	198,252	58,573	52,310
Total equity and liabilities		603,150	557,512	487,530	244,433	243,118

See accompanying notes to financial statements.

Consolidated Statement of Changes in Equity

Year ended 31 December 2024

	Note	Share capital $'000	Capital reserve $'000	Currency translation reserve $'000 (restated)	Accumulated profits $'000 (restated)	Total equity attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
At 1 January 2023		276,824	(19,838)	(27,196)	4,166	233,956	55,322	289,278
Total comprehensive income for the year								
Profit for the year		-	-	-	13,676	13,676	12,906	26,582
Other comprehensive (loss)/income								
Loss reclassified to profit or loss on winding-up of subsidiaries	7.3	-	-	2,472	-	2,472	-	2,472
Foreign currency translation differences – foreign operations		-	-	(10,005)	-	(10,005)	(3,838)	(13,843)
Total other comprehensive loss		-	-	(7,533)	-	(7,533)	(3,838)	(11,371)
Total comprehensive (loss)/income for the year		-	-	(7,533)	13,676	6,143	9,068	15,211
Transactions with owners, recognised directly in equity								
Contributions by and distributions to owners								
Dividends declared to non-controlling interests		-	-	-	-	-	(16,555)	(16,555)
Fair value adjustments on loans from major shareholders		-	4,341	-	-	4,341	-	4,341
Fair value adjustment on loan to non-controlling interest	3.3	-	-	-	-	-	(1,257)	(1,257)
Total contributions by and distributions to owners		-	4,341	-	-	4,341	(17,812)	(13,471)
Total transactions with owners		-	4,341	-	-	4,341	(17,812)	(13,471)
At 31 December 2023		276,824	(15,497)	(34,729)	17,842	244,440	46,578	291,018

See accompanying notes to financial statements.

Consolidated Statement of Changes in Equity
(Cont'd)

Year ended 31 December 2024

	Note	Share capital $'000	Capital reserve $'000	Currency translation reserve $'000 (restated)	Accumulated profits $'000 (restated)	Total equity attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
At 1 January 2024		276,824	(15,497)	(34,729)	17,842	244,440	46,578	291,018
Total comprehensive income for the year								
Profit for the year		-	-	-	135	135	2,401	2,536
Other comprehensive (loss)/income								
Foreign currency exchange differences on monetary items forming part of net investment in foreign operations	5.4	-	-	(13,243)	-	(13,243)	-	(13,243)
Loss reclassified to profit or loss on winding-up of subsidiaries		-	-	2,310	-	2,310	-	2,310
Loss reclassified to profit or loss on disposal of foreign operations	6.2	-	-	508	-	508	-	508
Foreign currency translation differences – foreign operations		-	-	2,607	-	2,607	1,182	3,789
Total other comprehensive (loss)/income		-	-	(7,818)	-	(7,818)	1,182	(6,636)
Total comprehensive (loss)/ income for the year		-	-	(7,818)	135	(7,683)	3,583	(4,100)
Transactions with owners, recognised directly in equity								
Contributions by and distributions to owners								
Dividends declared to non-controlling interest		-	-	-	-	-	(14,021)	(14,021)
Fair value adjustments on loans from major shareholders		-	789	-	-	789	-	789
Fair value adjustments on loans from non-controlling interest	5.2	-	-	-	-	-	1,987	1,987
Fair value adjustment on loans to non-controlling interest	3.3	-	-	-	-	-	(774)	(774)
Non-cash contribution by non-controlling interest without a change in control	3.1	-	-	-	-	-	2,798	2,798
Total contributions by and distributions to owners		-	789	-	-	789	(10,010)	(9,221)
Total transactions with owners		-	789	-	-	789	(10,010)	(9,221)
At 31 December 2024		276,824	(14,708)	(42,547)	17,977	237,546	40,151	277,697

See accompanying notes to financial statements.

Consolidated Statement of Cash Flows

Year ended 31 December 2024

	Note	2024 $'000	2023 $'000 (restated)
Cash flows from operating activities			
Profit for the year		2,536	26,582
Adjustments for:			
Amortisation of intangible assets	2.4	2,654	2,644
Bad debts (recovered)/written off	2.4	(5)	280
Depreciation of property, plant and equipment	2.4	16,423	12,587
Finance costs	2.3	14,823	3,743
Finance income	2.3	(17,848)	(5,816)
Gain on disposal of investment in subsidiaries	2.4	(733)	-
Gain on disposal of property, plant and equipment	2.4	(19)	(7)
Impairment loss on property, plant and equipment	2.4	8,308	1
Loss on winding-up of dormant subsidiaries	2.4	2,310	2,472
Provision for loss allowance on trade and other receivables and contract assets		373	548
(Reversal of)/Provision for onerous contracts	2.4	(50)	28
(Reversal of)/Provision for warranties	2.4	(60)	44
Unrealised exchange loss/(gain)	2.4	29,835	(1,279)
Write-down of inventories	2.4	64	244
Write-off of property, plant and equipment	2.4	432	655
Tax expense	2.5	14,051	18,540
Operating cash flows before movements in working capital		73,094	61,266
Changes in:			
- inventories		6,172	(4,889)
- contract assets		159	927
- trade and other receivables		(5,493)	(175)
- contract liabilities		(1,351)	3,749
- trade and other payables		413	22,813
Cash generated from operations		72,994	83,691
Tax paid		(8,261)	(4,810)
Net cash from operating activities		64,733	78,881
Cash flows from investing activities			
Acquisition of property, plant and equipment	(i)	(39,683)	(38,740)
Acquisition of intangible assets		(621)	-
Decrease in deposits pledged		-	57
Interest received		54	67
Loans to non-controlling interest	3.3	(9,685)	(4,098)
Proceeds from disposal of investment in subsidiaries, net of cash disposed of	6.2	1,277	-
Proceeds from disposal of property, plant and equipment		42	155
Net cash used in investing activities		(48,616)	(42,559)

See accompanying notes to financial statements.

Consolidated Statement of Cash Flows (Cont'd)

Year ended 31 December 2024

	Note	2024 $'000	2023 $'000
Cash flows from financing activities			
Acquisition of non-controlling interest		-	(17,928)
Dividends paid to non-controlling interests	6.3	(16,832)	(17,075)
Withholding tax paid on dividends declared by subsidiaries		(5,524)	(3,690)
Interest paid	5.2	(2,453)	(1,479)
Payment of lease liabilities	5.2	(450)	(401)
Proceeds from secured revolving credit line from bank	5.2	10,908	-
Proceeds from loans from non-controlling interest	5.2	493	2,235
Repayment of secured revolving credit link from bank	5.2	(1,594)	-
Repayment of loans from major shareholders	5.2	(1,319)	(2,958)
Net cash used in financing activities		(16,771)	(41,296)
Net decrease in cash and cash equivalents		(654)	(4,974)
Cash and cash equivalents at beginning of the year		6,434	11,531
Effect of exchange rate fluctuations on cash held		(80)	(123)
Cash and cash equivalents at end of the year	3.5	5,700	6,434

(i) ***Reconciliation of cashflows used in acquisition of property, plant and equipment***

	Note	2024 $'000	2023 $'000
Additions of property, plant and equipment, excluding right-of-use assets		99,715	138,322
Reclassification of inventories to property, plant and equipment		(1,380)	-
Change in prepayments for property, plant and equipment	3.3	89	(6,371)
Change in payables for property, plant and equipment	3.6	(66,481)	(96,232)
Fair value adjustments on long-term payables of property, plant and equipment	2.3	10,950	4,091
Unwinding of discount in relation to the present value of long-term payables of property, plant and equipment	2.3	(7,202)	-
Translation differences on consolidation		3,992	(1,070)
		39,683	38,740

(ii) ***Significant non-cash transactions***

During the year, a non-controlling interest provided a leasehold land to an indirect subsidiary in Tajikistan to house the gypsum plasterboard plant amounting to $2,798,000 as part of non-cash contribution by the non-controlling interest without a change in control (Note 3.1).

In 2023, an indirect subsidiary and its Engineering, Procurement and Construction ("EPC") contractor modified the construction contracts resulting in a reduction in construction costs of $26,111,000 which was recognised in 2022 as property, plant and equipment and payables for purchase of property, plant and equipment (Note 3.1).

See accompanying notes to financial statements.

Notes to the Financial Statements

1. GENERAL INFORMATION

International Cement Group Ltd. (the "Company") is incorporated in Singapore. The address of the Company's registered office is 100 Tras Street, #18-01 100 AM, Singapore 079027. The Company is listed on the Singapore Exchange Securities Trading Limited.

The principal activity of the Company is that of investment holding.

The financial statements of the Group as at and for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

The Group is primarily involved in: (i) the production, sale and/or distribution of cement and related products; (ii) the undertaking of aluminium architectural contracts and engineering works and sub-contracting of building construction projects, manufacture of aluminium extrusions and supply of all such related products; and (iii) the production and/or sale of gypsum plasterboards and related products.

The consolidated financial statements of the Group and statement of financial position of the Company for the year ended 31 December 2024 were authorised for issue by the board of directors on 28 March 2025.

1.1 BASIS OF PREPARATION

The financial statements have been prepared on the historical cost basis, except as disclosed in the material accounting policy information, and are drawn up in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ('SFRS(I)s'). The financial statements are expressed in Singapore dollars.

1.2 ADOPTION OF NEW AND REVISED STANDARDS

In the current year, the Group and the Company have applied all the new and revised SFRS(I) that are mandatorily effective for an accounting period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements except as below.

Amendments to SFRS(I) 1-1: Classification of Liabilities as Current or Non-current

The Group has adopted the amendments to SFRS(I) 1-1, published in May 2020, for the first time in the current year.

The amendments affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The Group has ensured that the liabilities are correctly classified according to the new criteria, which require retrospective restatement and appropriate disclosures where appropriate.

Amendments to SFRS(I) 1-1: Non-current Liabilities with Covenants

The Group has adopted the amendments to SFRS(I) 1-1, published in December 2022, for the first time in the current year.

The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or non-current). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date.

1. GENERAL INFORMATION (Cont'd)

1.2 ADOPTION OF NEW AND REVISED STANDARDS (Cont'd)

Amendments to SFRS(I) 1-1: Non-current Liabilities with Covenants (Cont'd)

The right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The Group has ensured that the liabilities are correctly classified according to the new criteria, which require retrospective restatement and appropriate disclosures where appropriate.

1.3 MATERIAL ACCOUNTING POLICY INFORMATION

1.3.1 SUBSIDIARIES

Subsidiaries are entities controlled by the Group. Control is achieved when the Group has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. Details of the group's significant subsidiaries and composition of the group are disclosed in Note 6.1.

Basis of consolidation

The consolidated financial statements of the Group incorporate the financial statements of the Company and its subsidiaries. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. When necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with the those of the Group. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation. Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Non-controlling interests in subsidiaries are identified separately from the Group's equity and are initially measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to the acquisition date, the carrying amounts of non-controlling interests are adjusted for the non-controlling interests' share of changes in equity. Losses are attributed to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Company's separate financial statements

Investments in subsidiaries in the Company's separate financial statements are carried at cost less accumulated impairment losses.

1.3.2 FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollars, which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

1. GENERAL INFORMATION (Cont'd)

1.3 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

1.3.2 FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION (Cont'd)

In preparing the financial statements of the respective group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognised in profit or loss in the period in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

Upon the disposal of the entire interest in a foreign operation during the year, all of the exchange differences accumulated in the foreign exchange translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

1.3.3 FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2 Share-based Payment, leasing transactions that are within the scope of SFRS(I) 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in SFRS(I) 1-2 *Inventories* or value in use in SFRS(I) 1-36 *Impairment of Assets*.

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

c) Level 3 inputs are unobservable inputs for the asset or liability.

1.3.4 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

1. GENERAL INFORMATION (Cont'd)

1.3 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

1.3.4 FINANCIAL INSTRUMENTS (Cont'd)

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis.

Financial assets are initially measured at fair value (except for trade receivables that do not have a significant financing component which are measured at transaction price), net of transaction costs that are directly attributable to the acquisition or issue of financial assets (other than those at fair value through profit or loss). Transaction costs directly attributable to the acquisition or issue of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

Classification of financial assets

The Group classifies its financial assets based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets (comprising cash and cash equivalents, trade and other receivables excluding prepayments) are subsequently measured at amortised cost as they are held within a business model whose objective is to collect the contractual cash flows which are solely payments of principal and interest on the principal amount outstanding ("SPPI").

For interest-free loans with related parties, the difference between the fair value and face value of the loans represents transactions with owners in the Group's financial statements.

The difference between the fair value and face value of the loans to/from subsidiaries represents a contribution from the Company/a return of investment to the Company, and is recognised as additional investment against the cost of investment in the subsidiaries in the Company's separate financial statements.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ('ECL') on trade receivables and other receivables, contract assets and other debt instruments that are measured at amortised cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial asset. The ECL incorporates forward-looking information and is a probability-weighted estimate of the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. Details about the Group's credit risk management and impairment policies are disclosed in Note 4.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

1. GENERAL INFORMATION (Cont'd)

1.3 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

1.3.4 FINANCIAL INSTRUMENTS (Cont'd)

Financial liabilities and equity (Cont'd)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at amortised cost

Financial liabilities at amortised cost include trade and other payables, contract liabilities and loans and borrowings. These are initially measured at fair value, net of transaction costs that are directly attributable to the acquisition or issue of the financial liabilities, and are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Modifications of financial assets and financial liabilities

If the terms of a financial asset are modified, then the Group evaluates whether the cash flows of the modified asset are substantially different.

If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asst is derecognised and a new financial asset is recognised at fair value plus any eligible transaction costs.

Modifications to interest-free loans to subsidiaries resulting in derecognition of financial assets are accounted for as adjustments to deemed return of investment in the subsidiaries in the Company's separate financial statements.

If the modification of a financial liability is not accounted for as derecognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows at the original effective interest rate and the resulting gain or loss is recognised in profit or loss.

Modifications to interest-free loans from related parties resulting in derecognition of financial liabilities are accounted for as adjustments to transactions with owners representing a return of investment in the Company in the Group's financial statements.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

1. GENERAL INFORMATION (Cont'd)

1.4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

This section sets out the critical accounting judgements that have been applied as well as the key sources of estimation uncertainty that may have a material impact on the Group's financial statements. Details of critical accounting judgements and key sources of estimation uncertainty which are specific to a line item in the financial statements are described within the note for that line item.

1.4.1 CRITICAL ACCOUNTING JUDGEMENTS IN APPLYING THE GROUP'S MATERIAL ACCOUNTING POLICIES

In the process of applying the Group's material accounting policies, there were no specific significant judgements made by management.

1.4.2 KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions concerning the future and other key sources of estimation uncertainty at the of reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are related to the following areas, and further explained in the respective notes:

Note 3.1 – Property, plant and equipment:

Cost of construction of property, plant and equipment

Significant judgement is used to estimate the total incurred cost of construction of property, plant and equipment as at each reporting date. In making these estimates, management has relied on the expertise of quantity surveyors of EPC contractors, and both internal and external documentation. The estimated cost of construction is reviewed at the end of each reporting period and adjusted where necessary, with the corresponding adjustments to the cost of property, plant and equipment and the cumulative depreciation from the date that the asset was completed and ready for use being recognised on the date that the change has occurred.

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these property, plant and equipment to be within 2 to 50 years. The carrying amounts of the Group's property, plant and equipment are set out in Note 3.1. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets; therefore future depreciation charges could be revised.

Notes 3.1 – Property, plant and equipment and Note 3.2 Intangible assets and goodwill:

Impairment of non-financial assets

The Group determines whether there are any indicators of impairment for all non-financial assets, except goodwill, at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

This requires an estimation of the fair value or value in use of the Group's individual assets or cash-generating units. Estimating the fair value requires the Group to estimate the amount for which the asset could be exchanged between knowledgeable and willing parties in an arm's length transaction. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from each asset or cash-generating unit and also to determine a suitable discount rate in order to derive the present value of those cash flows. The expected cash flows in an emerging market environment can be inherently judgemental, and subject to political and regulatory risks.

1. GENERAL INFORMATION (Cont'd)

1.4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

1.4.2 KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Note 3.7 – Provisions:

Provision for restoration costs

Provision for restoration costs is based on the best estimate of the costs to be incurred provided by external consultants and the scope of works agreed with the lessors or based on legislative requirements. Given the complexities involved in carrying out the restoration work on certain sites in the longer run, the actual costs may vary from the estimate. An increase in the Group's provision for restoration costs would increase the Group's property, plant and equipment and increase non-current liabilities.

Note 6.1 – Subsidiaries:

Impairment of subsidiaries

The Company assesses at each reporting date whether there is any objective evidence that the Company's investments in subsidiaries are impaired. This assessment takes into account the operating performance of the subsidiaries, changes in the technological, market, economic or legal environment in which the subsidiaries operate and changes to the market interest and foreign exchange rates. During the year, no impairment indicators were identified for the Company's investments in subsidiaries.

2. GROUP PERFORMANCE

2.1 OPERATING SEGMENTS

In 2024, the Group has two (2023: two) reportable segments, as described below, which are the Group's strategic business units. These strategic business units offer different products and services, and are managed separately because they require different expertise and marketing strategies. For each of the strategic business units, the Group's Chief Executive Officer (2023: Group's Chief Executive Officer) (the Chief Operating Decision Maker ("CODM")) reviews internal management reports at least on a quarterly basis.

The following summary describes the operations in each of the Group's reportable segments for 2024:

- Cement division: production, sales and/or distribution of cement.
- Aluminium division: undertaking of aluminium architectural contracts and engineering works and sub-contracting of building construction projects, and supply of aluminium extrusions and all such related products; and

Other operations mainly include the building materials division, which relates to production, sales and/or distribution of gypsum plasterboards and related products.

None of these segments under other operations meets any of the quantitative thresholds for determining reportable segments in 2024 or 2023.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit/(loss) before tax, as included in the internal management reports that are reviewed by the Group's Chief Executive Officer. Segment profit/(loss) before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

2. GROUP PERFORMANCE (Cont'd)

2.1 OPERATING SEGMENTS (Cont'd)

Information about reportable segments

Group	Cement 2024 $'000	Cement 2023 $'000	Aluminium 2024 $'000	Aluminium 2023 $'000 (restated)	Others 2024 $'000	Others 2023 $'000	Total 2024 $'000	Total 2023 $'000 (restated)
External revenues	249,782	251,148	6,282	5,913	7,478	337	263,542	257,398
Finance income	17,152	4,874	-	2	696	940	17,848	5,816
Finance costs	(13,650)	(3,725)	(23)	(18)	(1,150)	-	(14,823)	(3,743)
Depreciation of property, plant and equipment	(14,812)	(12,414)	(55)	(39)	(1,556)	(134)	(16,423)	(12,587)
Amortisation of intangible assets	(2,654)	(2,644)	-	-	-	-	(2,654)	(2,644)
Reportable segment (loss)/profit before tax	27,927	51,588	(3,265)	(6,590)	(8,075)	124	16,587	45,122
Other material non-cash items:								
Impairment loss on property, plant and equipment	-	-	(705)	(1)	(7,603)	-	(8,308)	(1)
Loss on winding-up of dormant subsidiaries	-	-	(2,310)	(2,472)	-	-	(2,310)	(2,472)
(Provision for)/ Reversal of loss allowance on trade and other receivables and contract assets	(332)	35	(41)	(583)	-	-	(373)	(548)
Reversal of/ (Provision for) onerous contracts	-	-	50	(28)	-	-	50	(28)
Unrealised exchange gain/(loss)	(29,899)	2,555	10	(819)	54	(457)	(29,835)	1,279
Write-down of inventories	-	(14)	(64)	(230)	-	-	(64)	(244)
Write-off of property, plant and equipment	(222)	(655)	-	-	(210)	-	(432)	(655)
Reportable segment assets	556,186	505,628	6,894	6,820	40,070	45,064	603,150	557,512
Capital expenditure	99,608	117,253	746	5	2,893	21,264	103,247	138,522
Reportable segment liabilities	302,768	240,569	3,537	3,515	19,148	22,410	325,453	266,494

2. GROUP PERFORMANCE (Cont'd)

2.1 OPERATING SEGMENTS (Cont'd)

Reconciliations of reportable segment profit or loss and liabilities to SFRS(I)s measures

There are no reconciling items to be presented for consolidated total revenue, profit or loss before tax, assets and revenue of reportable segments and no adjustments to be presented for other material non-cash items to SFRS(I) s measures.

Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers and segment assets are based on the geographical location of the assets.

	2024		2023	
	Revenue $'000	Non-current assets* $'000	Revenue $'000	Non-current assets* $'000
Singapore	6,282	913	5,913	948
Malaysia	-	-	-	272
Afghanistan	16,692	-	12,413	-
Kazakhstan	119,621	330,602	109,203	278,619
Tajikistan	120,935	193,314	129,404	197,860
Others	12	-	465	-
	263,542	524,829	257,398	477,699

* *Non-current assets exclude financial instruments.*

Major customers

Included in revenues arising from sale of cement to customers are revenues of approximately $33,383,000 (2023: $26,064,000) which arose from the Group's largest customer. No other single customers contributed 10% or more to the Group's revenue in 2024 and 2023.

Material accounting policy information

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's CODM to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

2.2 REVENUE

	Group	
	2024 $'000	2023 $'000
Construction contracts	3,463	4,068
Sale of goods	260,079	253,330
	263,542	257,398

2. GROUP PERFORMANCE (Cont'd)

2.2 REVENUE (Cont'd)

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies:

Aluminium segment – Construction contracts

Nature of goods or services	The Group supplies and installs aluminium and glazing works for main contractors in the building construction industry. This integrated service is provided based on specifically negotiated contracts with customers.
When revenue is recognised	The Group has assessed that these construction contracts qualify for over time revenue recognition as the Group's performance in the agreements does not create an asset with an alternative use to the Group due to contractual restrictions and the Group has enforceable rights to payment for performance completed till date. The stage of completion is measured by reference to the certification of works performed.
Significant payment terms	Progress billings to the customer are based on a payment schedule in the contract that is dependent on the achievement of specified construction milestones. If the value of the construction services rendered exceeds the certification of works performed, a contract asset is recognised. Progress payment claims are made monthly based on the actual value of work done on site. The Group has elected to apply the practical expedient not to adjust the transaction price for the existence of significant financing component when the period between the transfer of control of good or service to a customer and the payment date is one year or less.
Obligations for warranties	All contracts with customers come with assurance-type warranties of 1 to 10 years, under which customers are able to request for replacement or rectification of any defective products.

The Group accounts for contract modifications as continuation of the original contract and recognises as a cumulative adjustment to revenue at the date of modification as these contract modifications do not add distinct goods or services.

Aluminium segment – Sale of goods

Nature of goods or services	The Group manufactures and sells aluminium related building materials such as aluminium extrusions, aluminium panels and associated architectural aluminium feature products.
When revenue is recognised	Revenue is recognised when goods are delivered to the customer and all criteria for acceptance have been satisfied.
Significant payment terms	Payment is due within 30 days when goods are delivered to the customers. The Group has elected to apply the practical expedient not to adjust the transaction price for the existence of significant financing component when the period between the transfer of control of good or service to a customer and the payment date is one year or less.

2. GROUP PERFORMANCE (Cont'd)

2.2 REVENUE (Cont'd)

Cement and Others segments – Sale of goods

Nature of goods or services	The Group manufactures and sells cement and cement related materials such as concrete bricks and culvert pipes. The Group also produces and sells gypsum plasterboards and related products.
When revenue is recognised	Revenue is recognised when goods are delivered to customers and all criteria for acceptance have been satisfied. For sale of goods where there are no written contracts with customers, revenue is only recognised when consideration is received.
Significant payment terms	Payment is due within 15 to 90 days when goods are delivered to the customers. For some customers, prepayment for goods is required before delivery of goods. The Group has elected to apply the practical expedient not to adjust the transaction price for the existence of significant financing component when the period between the transfer of control of good or service to a customer and the payment date is one year or less.

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets, major products and service lines and timing of revenue recognition. There are no reconciling items to be presented between disaggregated revenue and the Group's reportable segments (Note 2.1).

	Cement		Aluminium		Others		Total	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Primary geographical markets								
Singapore	-	-	6,282	5,913	-	-	6,282	5,913
Afghanistan	16,692	12,413	-	-	-	-	16,692	12,413
Kazakhstan	119,621	109,203	-	-	-	-	119,621	109,203
Tajikistan	113,467	129,067	-	-	7,468	337	120,935	129,404
Others	2	465	-	-	10	-	12	465
	249,782	251,148	6,282	5,913	7,478	337	263,542	257,398
Major products/service line								
Construction contracts	-	-	3,463	4,068	-	-	3,463	4,068
Sale of goods	249,782	251,148	2,819	1,845	7,478	337	260,079	253,330
	249,782	251,148	6,282	5,913	7,478	337	263,542	257,398
Timing of revenue recognition								
Products and services transferred over time	-	-	3,463	4,068	-	-	3,463	4,068
Products transferred at a point in time	249,782	251,148	2,819	1,845	7,478	337	260,079	253,330
	249,782	251,148	6,282	5,913	7,478	337	263,542	257,398

2. GROUP PERFORMANCE (Cont'd)

2.2 REVENUE (Cont'd)

Contract balances

The following table provides information about trade receivables, contract assets and contract liabilities from contracts with customers:

	Group	
	2024 $'000	**2023 $'000**
Trade receivables	5,893	2,601
Contract assets	1,704	1,942
Contract liabilities	(3,801)	(5,399)

Contract assets relate to:

(i) retention sums which are withheld by main contractors from the Group until the successful completion of the project works and are only payable upon completion of the construction contracts and after the defects liability period; and

(ii) the Group's rights to consideration for work completed on construction contracts but not billed at the reporting date.

These are transferred to trade receivables when the rights become unconditional, which usually occurs when the Group invoices the customers.

Contract liabilities relate to advance consideration received from customers.

As at 31 December 2024, contract assets included allowance for loss allowance amounting to $339,000 (2023: $260,000).

Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

	Contract assets		Contract liabilities	
Group	**2024 $'000**	**2023 $'000**	**2024 $'000**	**2023 $'000**
Opening balance	1,942	3,074	(5,399)	(1,837)
Revenue recognised that was included in the contract liability balance at the beginning of the year	-	-	5,399	1,837
Increases due to cash received, excluding amounts recognised as revenue during the year	-	-	(3,801)	(5,399)
Contract assets reclassified to trade receivables	(344)	(1,397)	-	-
Recognition of revenue, net of reclassification to trade receivables during the year	185	471	-	-
Impairment loss on contract assets	(79)	(206)	-	-
Closing balance	1,704	1,942	(3,801)	(5,399)

2. GROUP PERFORMANCE (Cont'd)

2.2 REVENUE (Cont'd)

Transaction price allocated to the remaining performance obligations

No disclosures relating to transaction price allocated to the remaining performance obligations as the Group applies the practical expedient in paragraph 121 of SFRS(I) 15 and does not disclose information about its remaining performance obligations if:

- the performance obligation is part of a contract that has an original expected duration of one year or less; or
- the Group has a right to invoice a customer in an amount that corresponds directly with its performance to date, then it recognises revenue in that amount.

Material accounting policy information

Goods and services sold

Revenue from sale of goods and services in the ordinary course of business is recognised when the Group satisfies a performance obligation ("PO") by transferring control of a promised good or service to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

Transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

2.3 FINANCE INCOME AND FINANCE COSTS

	Note	Group 2024 $'000	Group 2023 $'000
Finance income			
Gain arising from modification of financial liabilities:			
- long-term trade and other payables		5,804	1,554
- long-term payables of property, plant and equipment		10,950	4,091
Interest income on cash and cash equivalents		54	67
Unwinding of discount in relation to the present value of loan to non-controlling interest		1,040	104
		17,848	5,816
Finance costs			
Interest expense on:			
- lease liabilities	5.2	(41)	(32)
- revolving credit line from bank		(253)	-
- payables to EPC contractor		(1,925)	(1,923)
Unwinding of discount in relation to the present value of:			
- long-term trade and other payables		(3,094)	-
- long-term payables of property, plant and equipment		(7,202)	-
- loans from major shareholders	5.2	(1,701)	(1,508)
- loans from non-controlling interest	5.2	(371)	-
- provision for restoration costs	3.7	(236)	(280)
		(14,823)	(3,743)
Net finance income recognised in profit or loss		3,025	2,073

2. GROUP PERFORMANCE (Cont'd)

2.3 FINANCE INCOME AND FINANCE COSTS (Cont'd)

Material accounting policy information

Finance income and finance costs

Finance income comprises fair value adjustments on long-term trade and other payables, interest income on cash and cash equivalents and unwinding of discount in relation to the present value of loan to non-controlling interest. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance costs mainly comprise interest expense on lease liabilities, revolving credit line from bank, payables to the EPC contractor, unwinding of discount in relation to the present value of long-term trade and other payables, long-term payables of property, plant and equipment, loans from related parties and provision for restoration costs, and are recognised in profit or loss using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

2. GROUP PERFORMANCE (Cont'd)

2.4 PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Note	Group 2024 $'000	Group 2023 $'000 (restated)
Cost of sales included:			
- Amortisation of intangible assets	3.2	2,616	2,615
- Depreciation of property, plant and equipment	3.1	12,988	10,445
- (Reversal of)/Provision for onerous contracts	3.7	(50)	28
- (Reversal of)/Provision for warranties	3.7	(60)	44
- Write-down of inventories		64	244
- Contributions to defined contribution plans		1,058	590
- Salaries, bonuses and other costs		9,288	10,073
Other income included:			
- Bad debts (recovered)		(6)	-
- Gain on disposal of investment in subsidiaries	6.2	(733)	-
- Gain on disposal of property, plant and equipment		(19)	(7)
- Gain on sale of spares		-	(649)
- Government grant income		(28)	(9)
- Rental income		(1,872)	(1,366)
Selling and distribution expenses included:			
- Depreciation of property, plant and equipment	3.1	195	187
- Contributions to defined contribution plans		92	67
- Salaries, bonuses and other costs		636	600
Administrative expenses included:			
- Amortisation of intangible assets	3.2	38	29
- Depreciation of property, plant and equipment	3.1	1,052	1,345
- Contributions to defined contribution plans		663	613
- Salaries, bonuses and other costs		7,597	6,524
Audit fees paid to:			
- Auditors of the Company		356	506
- Other member firms of Deloitte network firms (2023: KPMG International)		404	720
- Other auditors		155	2
Non-audit fees paid to:			
- Auditors of the Company		70	30
- Other member firms of Deloitte network firms (2023: KPMG International)		-	18
Other expenses included:			
- Bad debts written off		1	280
- Depreciation of property, plant and equipment	3.1	2,188	610
- Loss on winding-up of dormant subsidiaries		2,310	2,472
- Realised foreign exchange (gain)/loss		(4,536)	736
- Unrealised foreign exchange loss/(gain)		29,835	(1,279)
- Impairment loss on property, plant and equipment	3.1	8,308	1
- Write-off of property, plant and equipment		432	655

2. GROUP PERFORMANCE (Cont'd)

2.4 PROFIT BEFORE TAX (Cont'd)

Material accounting policy information

Defined contribution plans

Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit plans are accounted for as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

2.5 TAX EXPENSE

	Note	Group 2024 $'000	Group 2023 $'000 (restated)
Current tax expense			
Current year		6,510	8,381
(Over)/Under provision in respect of prior years		(805)	1,936
		5,705	10,317
Deferred tax expense			
Origination and reversal of temporary differences		6,487	(40)
(Over)/Under provision in respect of prior years		(446)	450
	3.9	6,041	410
Withholding tax on dividends declared by subsidiaries		2,305	7,813
Tax expense		14,051	18,540

Reconciliation of effective tax rate

Reconciliation of effective tax rate	Note	Group 2024 $'000	Group 2023 $'000 (restated)
Profit before tax		16,587	45,122
Tax using Singapore tax rate of 17% (2023: 17%)		2,820	7,671
Effect of different tax rates in foreign jurisdictions		247	582
Tax exempt income		(2,619)	(227)
Non-deductible expenses		11,139	4,700
Current year benefits of deferred tax assets not recognised		-	504
Recognition of tax effect of previously unrecognised tax losses		(160)	(29)
Tax incentives*		(1,575)	(3,018)
Withholding tax on dividends declared by subsidiaries		2,305	7,813
Changes in deferred tax recognised on undistributed profits of subsidiaries		3,145	(1,842)
(Over)/Under provision in respect of prior years		(1,251)	2,386
		14,051	18,540

2. GROUP PERFORMANCE (Cont'd)

2.5 TAX EXPENSE (Cont'd)

Reconciliation of effective tax rate (Cont'd)

* Pursuant to the investment agreements signed with authorities in Tajikistan and Kazakhstan, the Group's subsidiaries, Mohir Investment LLC and Alacem LLP, are under a five-year tax holiday and ten-year tax holiday ending on 5 May 2026 and 31 December 2029 respectively. The five-year tax holiday of Mohir Cement LLC ended on 28 May 2024.

Judgement is required in determining the deductibility of certain expenses, taxability of certain income and the applicable tax rates for the entities in the Group during the estimation of the provision of taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business, including any potential tax impact that may arise from contracts modification and the deductibility of certain expenses. These potential tax impacts have not been recognised in these financial statements because the Group believes that they have sufficient basis to support the non-taxability of these items. However, should the outcome be unfavourable, the impact may potentially be material. A subsidiary is currently in discussion with the tax authority in which it operates, on the interpretation of the tax legislation with regards to the categorisation of its principal activities and the corresponding applicable tax rates. Given the uncertainty of the outcome, there is a possibility that the outcome of the discussion is different from the current tax provision. Management has exercised judgment and made a best estimate of the tax amount expected to be settled.

The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the provision for current and deferred taxes in the period in which such determination is made.

<u>Material accounting policy information</u>

Income tax expense represents the sum of current and deferred tax. It is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Current tax

Current tax payable represents the amount expected to be paid to taxation authorities on taxable profit for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous periods. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects the uncertainty related to income taxes.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets*.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from (i) initial recognition of goodwill; or (ii) initial recognition of assets and liabilities in a transaction that is not a business combination, and at the time of the transaction affects neither accounting nor taxable profit, and does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets are recognised for deductible temporary differences associated with such investments and interests only if it is probable that future taxable amounts will be available to utilise those temporary differences.

2. GROUP PERFORMANCE (Cont'd)

2.5 TAX EXPENSE (Cont'd)

Material accounting policy information (Cont'd)

Deferred tax (Cont'd)

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Group has not rebutted this presumption. For the freehold land and buildings measured at revalued amount, the Group expects the carrying amount to be recovered through use.

Offsetting

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority.

The Organization for Economic Co-operation and Development ("OECD") has introduced a global minimum tax framework under the Base Erosion and Profit Shifting ("BEPS") Pillar Two initiative, which aims to ensure that multinational enterprises ("MNEs") are subject to a minimum effective tax rate of 15% in each jurisdiction in which they operate.The Group has assessed the applicability of the Pillar Two rules, including the domestic implementation timelines in the jurisdictions in which it operates. Based on this assessment, the Group is currently exempt from the scope of the Pillar Two rules as it does not meet the consolidated revenue threshold of EUR 750 million in at least two of the four preceding fiscal years, as set out under the Global Anti-Base Erosion ("GloBE") Model Rules.

The Group will continue to monitor developments and assess the potential impact of Pillar Two legislation as and when it becomes applicable to the Group.

2.6 EARNING PER SHARE

Basic and diluted earnings per share

The calculations of basic and diluted earnings per share for the years ended 31 December 2024 and 2023 were based on following profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding:

Profit attributable to ordinary shareholders

	Group	
	2024 $'000	**2023 $'000 (restated)**
Profit for the year, representing profit attributable to ordinary shareholders	135	13,676

Notes to the Financial Statements (Cont'd)

2. GROUP PERFORMANCE (Cont'd)

2.6 EARNING PER SHARE (Cont'd)

***Basic and diluted earnings per share* (Cont'd)**

Weighted average number of ordinary shares

	Note	Group 2024	Group 2023
Issued ordinary shares at 1 January and 31 December	5.3	5,734,733	5,734,733

Material accounting policy information

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

3 OPERATING ASSETS AND LIABILITIES

3.1 PROPERTY, PLANT AND EQUIPMENT

	Leasehold properties $'000	Freehold land $'000	Freehold building $'000	Plant and machinery $'000	Furniture and fittings $'000	Motor vehicles $'000	Computers $'000	Construction-in-progress $'000	Total $'000
Group									
Cost									
At 1 January 2023	3,223	1,112	118,786	242,650	2,138	9,332	1,114	34,673	413,028
Additions	200	-	233	3,830	285	4,441	195	129,338	138,522
Disposals/Write-offs	-	-	(221)	(203)	(68)	(355)	(30)	(276)	(1,153)
Modification of contracts	-	-	-	(26,111)	-	-	-	-	(26,111)
Reclassification	-	-	23,330	26,111	350	955	8	(50,754)	-
Reversal of provision for restoration costs (Note 3.7)	(29)	-	(524)	(798)	-	-	-	-	(1,351)
Translation differences on consolidation	(20)	2	(10,004)	(4,704)	(24)	(284)	(44)	(2,344)	(17,422)
At 31 December 2023	3,374	1,114	131,600	240,775	2,681	14,089	1,243	110,637	505,513
Additions	3,451	-	542	3,383	98	496	117	95,105	103,192
Disposals/Write-offs	(342)	-	(42)	(4,831)	(488)	(152)	(156)	(210)	(6,221)
Reclassification	(2)	-	11,624	(2,786)	(11)	(2,794)	2	(6,033)	-
Provision for restoration costs (Note 3.7)	779	-	41	816	-	-	-	-	1,636
Translation differences on consolidation	(213)	(120)	2,026	(16,831)	(165)	(778)	(20)	(20,401)	(36,502)
At 31 December 2024	7,047	994	145,791	220,526	2,115	10,861	1,186	179,098	567,618

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.1 PROPERTY, PLANT AND EQUIPMENT (Cont'd)

	Leasehold properties	Freehold land	Freehold building	Plant and machinery	Furniture and fittings	Motor vehicles	Computers	Construction-in-progress	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group									
Accumulated depreciation and impairment losses									
At 1 January 2023	1,134	-	12,550	38,368	1,033	2,220	840	-	56,145
Depreciation for the year	178	-	3,335	7,473	147	1,347	111	-	12,591
Disposals/Write-offs	-	-	(32)	(65)	(25)	(211)	(15)	-	(348)
Impairment loss	-	-	-	-	-	-	1	-	1
Translation differences on consolidation	(3)	-	(1,268)	(1,530)	(12)	(102)	(28)	-	(2,943)
At 31 December 2023	1,309	-	14,585	44,246	1,143	3,254	909	-	65,446
Depreciation for the year	249	-	4,149	11,257	173	859	112	-	16,799
Disposals/Write-offs	(103)	-	(42)	(4,641)	(463)	(130)	(141)	-	(5,520)
Impairment loss	668	-	5,093	2,351	4	180	12	-	8,308
Reclassification	-	-	129	415	12	(514)	(42)	-	-
Translation differences on consolidation	(8)	-	316	(2,799)	(30)	(172)	(3)	-	(2,696)
At 31 December 2024	2,115	-	24,230	50,829	839	3,477	847	-	82,337
Carrying amounts									
At 31 December 2023	2,065	1,114	117,015	196,529	1,538	10,835	334	110,637	440,067
At 31 December 2024	4,932	994	121,561	169,697	1,276	7,384	339	179,098	485,281

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.1 PROPERTY, PLANT AND EQUIPMENT (Cont'd)

	Leasehold property	Furniture and fittings	Motor vehicles	Computers	Total
	$'000	$'000	$'000	$'000	$'000
Company					
Cost					
At 1 January 2023	575	117	199	11	902
Additions	200	-	-	5	205
At 31 December 2023	775	117	199	16	1,107
Additions	-	-	68	2	70
At 31 December 2024	775	117	267	18	1,177
Accumulated depreciation					
At 1 January 2023	259	55	120	6	440
Depreciation for the year	118	23	40	3	184
At 31 December 2023	377	78	160	9	624
Depreciation for the year	141	20	54	4	219
At 31 December 2024	518	98	214	13	843
Carrying amounts					
At 31 December 2023	398	39	39	7	483
At 31 December 2024	257	19	53	5	334

As at 31 December 2024, property, plant and equipment includes right-of-use assets amounting to: (i) $4,012,000 and $257,000 (2023: $1,881,000 and $398,000) relating to leasehold properties of the Group and Company respectively; and (ii) $76,000 and $53,000 (2023: $39,000 and $39,000) relating to motor vehicles of the Group and Company.

During the year, a non-controlling interest provided a leasehold land to an indirect subsidiary in Tajikistan to house the gypsum plasterboard plant amounting to $2,798,000 as part of non-cash contribution by the non-controlling interest without a change in control. The leasehold land runs for a period of 25 years.

As at 31 December 2024, the Group's leasehold properties, freehold building, and plant and machinery include provision for restoration costs with net carrying amounts of $3,152,000 (2023: $1,710,000), while the Company's leasehold property include provision for restoration costs with net carrying amounts of $20,000 (2023: $31,000).

Modification of contracts

In 2023, an indirect subsidiary and its EPC contractor modified the construction contracts resulting in a reduction in construction costs which were recognised in 2022 as property, plant and equipment and payables for purchase of property, plant and equipment. As a result, cost of plant and equipment amounting to $26,111,000 was reversed and revision to depreciation was recognised prospectively from date of modification.

Depreciation charge

The depreciation charge for the year included in the financial statements was as follows:

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Charged to profit or loss	16,423	12,587	219	184
Capitalised to construction-in-progress	376	4	-	-
	16,799	12,591	219	184

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.1 PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Property, plant and equipment under construction

As at 31 December 2024 and 2023, construction-in-progress mainly pertained to construction of additional facilities as well as a new cement plant in Kazakhstan.

Security

As at 31 December 2024, property, plant and equipment of the Group with a net carrying amount of $250,572,000 (2023: $225,998,000) was pledged to the EPC contractors to secure deferred payment arrangements for the construction of two cement plants in Kazakhstan (Note 3.6).

Impairment loss

Leasehold properties, furniture and fittings, and computers

As at 31 December 2024, as impairment indicators were identified for the property, plant and equipment in the loss-making aluminium segment and other segment, the Group performed impairment assessments to determine the recoverable amounts of these property, plant and equipment. The recoverable amounts were estimated using fair value less costs to sell, except for right-of-use assets which was estimated using value-in-use. As the recoverable amounts were lower than the carrying amount of the respective CGUs, impairment loss of $705,000 and $7,603,000 were recognised respectively for Compact Metal Industries Pte. Ltd. and Mohir Investment LLC.

Material accounting policy information

Property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset are those borrowing costs that would have been avoided if the expenditure on the asset had not been made. When the Group borrows funds specifically for the purpose of obtaining a particular asset, the borrowing costs that directly relate to that asset can be readily identified, including foreign exchange gains or losses. Foreign exchange losses of borrowings which are not in the respective Group entities' functional currency can be capitalised in the asset to the extent that they are regarded as an adjustment to interest costs, i.e. the interest rate differential between borrowing costs that would be incurred if the entity borrowed funds in its functional currency, and borrowing costs actually incurred for foreign currency borrowings. The Group determines the amount of foreign exchange differences based on either interest rates on similar borrowings in the Group entity's functional currency, or forward currency rates at the inception of the loan. The amount of foreign exchange differences eligible for capitalisation is determined on a cumulative basis based on the cumulative amounts of interest expense that would have been incurred had the Group entity borrowed in its functional currency.

If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.1 PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Material accounting policy information *(Cont'd)*

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the profit or loss as incurred.

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Freehold land is not depreciated.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives for the current and comparative years are as follows:

- Leasehold properties 2 to 46 years
- Freehold building 10 to 50 years
- Plant and machinery 4 to 30 years
- Furniture and fittings 2 to 15 years
- Motor vehicles 5 to 20 years
- Computers 2 to 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

No depreciation is provided on freehold land and construction-in-progress.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.2 INTANGIBLE ASSETS AND GOODWILL

	Computer software	Subsoil rights [1]	Goodwill [2]	Licence [3]	Total
	$'000	$'000	$'000	$'000	$'000
<u>**Group**</u>					
Cost					
At 1 January 2023	219	32,994	19,417	2,241	54,871
Translation differences on consolidation	(18)	(2,738)	(1,615)	-	(4,371)
At 31 December 2023	201	30,256	17,802	2,241	50,500
Additions	110	511	-	-	621
Write-offs	-	-	-	(2,241)	(2,241)
Translation differences on consolidation	(6)	889	526	-	1,409
At 31 December 2024	305	31,656	18,328	-	50,289
Accumulated amortisation and impairment losses					
At 1 January 2023	94	14,289	-	2,241	16,624
Amortisation for the year	24	2,620	-	-	2,644
Translation differences on consolidation	(8)	(1,267)	-	-	(1,275)
At 31 December 2023	110	15,642	-	2,241	17,993
Amortisation for the year	34	2,620	-	-	2,654
Write-offs	-	-	-	(2,241)	(2,241)
Translation differences on consolidation	2	472	-	-	474
At 31 December 2024	146	18,734	-	-	18,880
Carrying amounts					
At 31 December 2023	91	14,614	17,802	-	32,507
At 31 December 2024	159	12,922	18,328	-	31,409

(1) Subsoil rights mainly relate to the Group's subsoil use contracts and licences with the relevant authorities in Tajikistan and Kazakhstan to extract limestone, clay and siltstone.

(2) Goodwill arose from the Group's acquisition of 100% interest in an indirect subsidiary, HYD Tajikistan Investment Pte. Ltd., in 2017.

(3) This related to the Group's licence to carry out activities for the purchase and further sale of electricity to consumers.

Impairment testing for CGU containing goodwill

For purposes of impairment testing, goodwill has been allocated to the Group's CGU of International Manufacturing Company Chzhungtsai Mohir Cement LLC and its operating subsidiary.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the cement industry and have been based on historical data from internal sources.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.2 INTANGIBLE ASSETS AND GOODWILL (Cont'd)

Impairment testing for CGU containing goodwill (Cont')

	2024 %	2023 %
Forecasted revenue growth rate	6.6	2.2
Forecasted gross profit margin	40.0	41.6
Pre-tax discount rate	32.4	29.8
Terminal growth rate	6.5	6.5

In estimating the forecasted revenue growth rate, management took into account the estimated sales volume and price growth for the next 5 years, as well as the production capacity of the cement plant in Tajikistan.

Forecasted gross profit margin was based on historical information, adjusted for expected inflation.

The forecasted revenue growth and forecasted gross profit are inherently judgemental, and subject to political and regulatory risks in an emerging market environment.

The discount rate was estimated based on the historical industry average weighted-average cost of capital. The cash flow projections included specific estimates for 5 years and a terminal growth rate thereafter. A long-term growth rate into perpetuity has been determined as the long-term inflation rate of the country in which the CGU operates, consistent with the assumptions that a market participant would make.

As at 31 December 2024, the estimated recoverable amount of the CGU exceeded its carrying amount by approximately $30,576,000 (2023: $17,406,000). As such, no impairment loss on goodwill was recognised.

In 2024, management has assessed that no reasonably possible change in key assumptions could cause the carrying amount to exceed the recoverable amount.

Material accounting policy information

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. Goodwill is measured at cost less accumulated impairment losses.

Computer software, subsoil rights and licences are accounted for as intangible assets with finite useful lives and are measured at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Amortisation is calculated based on the cost of the asset, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use.

The estimated useful lives for the current and comparative years are as follows:

- Computer software 3 to 10 years (2023: 2 to 10 years)
- Subsoil rights 5 to 30 years

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.2 INTANGIBLE ASSETS AND GOODWILL (Cont'd)

Material accounting policy information (Cont'd)

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.3 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024 $'000	**2023 $'000**	**2024 $'000**	**2023 $'000**
Trade receivables	6,972	5,613	-	-
Accrued receivables	388	14	-	-
Allowance for doubtful receivables	(1,079)	(3,012)	-	-
	6,281	2,615	-	-
Tax-related receivables	14,775	15,830	-	-
Other receivables	3,625	2,712	-	-
Allowance for doubtful receivables	-	(110)	-	-
	18,400	18,432	-	-
Non-trade amounts due from indirect subsidiaries	-	-	3,178	3,131
Loans to non-controlling interest	11,640	2,898	-	-
Loans to indirect subsidiaries	-	-	64,726	63,254
	36,321	23,945	67,904	66,385
Deposits	203	227	40	37
Prepayments	8,605	9,253	40	19
	45,129	33,425	67,984	66,441
Non-current	5,400	5,537	67,944	66,385
Current	39,729	27,888	40	56
	45,129	33,425	67,984	66,441

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.3 TRADE AND OTHER RECEIVABLES (Cont'd)

Non-trade amounts due from indirect subsidiaries are unsecured, interest-free and repayable on demand. As at 31 December 2024 and 2023, these amounts were assessed to be collectible after 12 months from the reporting date, therefore they were classified as 'non-current' in the statement of financial position.

Loans to non-controlling interest amounting to $5,785,000 (2023: $2,898,000) are interest-free, due in 2025, and secured by the non-controlling interest's shares in a subsidiary in Kazakhstan. The difference between the fair value and face value of the loan at initial recognition was recognised in 'non-controlling interests' under equity, representing distribution to non-controlling interest. Loans to non-controlling interest amounting to $5,855,000 (2023: nil) are interest-free, due in 2026, secured by the non-controlling interest's shares in a subsidiary in Kazakstan, and the Group has the right to demand for payment before the due date.

(i) During the year, the Group provided new loans with face value of $3,512,000 (2023: $4,098,000). The difference between the fair value and face value of the loan at initial recognition of $774,000 (2023: $1,257,000) was recognised in 'non-controlling interests' under equity.

(ii) During the year, the Group provided new loans with face value of $6,173,000 (2023: nil) and the Group has the right to demand for payment before the due date.

Loans to indirect subsidiaries are unsecured, interest-free and due between 2027 and 2028 (2023: 2024 and 2025), and the Company has the right to demand for payment before the due date. As at 31 December 2024 and 2023, as all loans to indirect subsidiaries were assessed to be collectible after 12 months from the reporting date, they were classified as 'non-current' in the Company's separate financial statements.

Tax-related receivables mainly pertained to value-added/Goods and Services tax receivable amounting to $11,427,000 (2023: $11,950,000).

Other receivables mainly pertained to receivables arising from the sale of spare parts amounting to $1,525,000 (2023: $1,327,000) and rental income receivables amounting to $1,832,000 (2023: $737,000).

Prepayments mainly pertained to amounts prepaid to suppliers for the acquisition of property, plant and equipment amounting to $5,343,000 (2023: $5,790,000). Remaining prepayments pertained to amounts prepaid for the acquisition of spares (inventories) and other expenses.

Material accounting policy information

Trade receivables are interest-free and unsecured amounts due from customers for goods sold in the ordinary course of business. They are generally due for settlement within 30 days and are therefore classified as current. Trade receivables are initially measured at their transaction price, unless they contain significant financing components, when they are recognised at fair value. They are subsequently measured at amortised cost less loss allowance.

Details about the Group's and the Company's credit and currency risk management and impairment policies are disclosed in Note 4.

3.4 INVENTORIES

	Group	
	2024 $'000	**2023 $'000**
Raw materials and consumables	11,236	14,266
Work-in-progress	8,042	9,088
Finished goods	4,391	3,223
Spares	7,914	14,365
	31,583	40,942

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.4 INVENTORIES (Cont'd)

In 2024, inventories of $81,685,000 (2023: $75,748,000) were recognised as an expense during the year and included in 'cost of sales'.

The Group writes down inventories when inventory items are identified as slow-moving or obsolete. Obsolescence is based on the physical and internal condition of inventory items and is established when these inventory items are no longer marketable. Obsolete inventory items, when identified, are written off to profit or loss. In addition to specifically identified obsolete inventory, write-down of inventory is also estimated based on the age of the inventory items. The Group believes such estimates represent a fair charge of the level of inventory obsolescence as at each reporting date. The Group reviews the condition of its inventories on a regular basis.

Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average cost formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale. The write-down of inventories to net realisable value is included in 'cost of sales' in profit or loss.

3.5 CASH AND CASH EQUIVALENTS

	Group		Company	
	2024 $'000	**2023 $'000**	**2024 $'000**	**2023 $'000**
Cash at bank and in hand	5,700	6,434	106	185
Fixed deposits	-	44	-	-
Cash and cash equivalents in the statements of financial position	5,700	6,478	106	185
Deposits pledged	-	(44)		
Cash and cash equivalents in the consolidated statement of cash flows	5,700	6,434		

The weighted average effective interest rate per annum relating to cash and cash equivalents at the reporting date for the Group is 0.9% (2023: 0.8%).

As at 31 December 2023, the Group's fixed deposits of $44,000 were pledged with financial institutions as securities for banker guarantees.

Material accounting policy information

Cash equivalents include short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes. For the purpose of consolidated statement of cash flows, pledged deposits are excluded from cash and cash equivalents.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.6 TRADE AND OTHER PAYABLES

	Group		Company	
	2024 $'000	**2023 $'000**	**2024 $'000**	**2023 $'000**
Trade payables	40,720	38,112	-	-
Retention monies	309	384	-	-
Accrued operating expenses	3,193	3,680	1,031	752
Payables for purchase of property, plant and equipment	194,039	142,858	-	-
Non-trade amounts due to non-controlling interests	1	2,704	-	-
Non-trade amounts due to subsidiaries	-	-	24,912	19,214
Lease liabilities	1,077	779	303	397
Tax-related payables	3,325	4,695	-	-
Value-added/Goods and Services tax payable	83	70	-	-
Withholding tax payable on dividends	844	4,104	-	-
Other payables	7,030	6,616	215	76
	250,621	204,002	26,461	20,439
Non-current	187,203	147,427	136	249
Current	63,418	56,575	26,325	20,190
	250,621	204,002	26,461	20,439

Trade payables of $16,646,000 (2023: $18,002,000) are unsecured, interest-free and due between 2026 and 2027 (2023: due in 2025).

Retention monies relate to amounts withheld by the Group until the successful completion of the project works. These amounts are only payable upon completion of the construction contracts and after the defects liability period.

As at the reporting date, certain payables for purchase of property, plant and equipment amounting to $18,316,000 (2023: $22,642,000) are interest-bearing at 8.4% (2023: 8.4%) per annum and due between 2026 to 2028 (2023: 2025 to 2026). They are secured by way of property, plant and equipment with a net carrying amount of $65,238,000 (2023: $112,469,000) (Note 3.1) and shares of two indirect subsidiaries, HYD Tajikistan Investment Pte. Ltd. ("HYD") and International Cement Kazakhstan Pte. Ltd. ("ICK") (2023: HYD and ICK), as part of deferred payment arrangements with an EPC contractor for the construction of cement plant of Alacem LLP. The Company and an indirect subsidiary, International Manufacturing Company Chzhungtsai Mohir Cement LLC ("IMCCMC"), have provided financial guarantee for the deferred payment arrangement. The Group has assessed the fair value of the financial guarantee on inception to be insignificant. At the reporting date, the Group has not recognised a provision as the Group does not consider it probable that a claim will be made against the Group under the guarantee.

As at the reporting date, certain payables for purchase of property, plant and equipment amounting to $58,710,000 (2023: $58,242,000) are interest-bearing at 6.5% (2023: 6.5%) per annum and due between 2027 to 2030 (2023: 2025 to 2026). They are secured by way of property, plant and equipment with a net carrying amount of $185,334,000 (2023: $113,529,000) (Note 3.1) as part of deferred payment arrangement with another EPC contractor for the construction of cement plant of Korcem LLP.

As at the reporting date, certain payables to the EPC contractor of Korcem LLP for purchase of property, plant and equipment amounting to $56,995,000 (2023: $nil) are interest-bearing at 5.5% (2023: nil%) per annum and due between 2025 to 2029 (2023: nil). The Company and an indirect subsidiary, IMCCMC, have provided financial guarantee for the deferred payment arrangement. The Group has assessed the fair value of the financial guarantee on inception to be insignificant. At the reporting date, the Group has not recognised a provision as the Group does not consider it probable that a claim will be made against the Group under the guarantee.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.6 TRADE AND OTHER PAYABLES (Cont'd)

Payables for purchase of property, plant and equipment of $169,972,000 (2023: $129,084,000) are classified as non-current liabilities.

In 2023, non-trade amounts due to non-controlling interests related to dividends payable of $2,702,000.

Non-trade amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

Other payables include amounts due to a major shareholder of $1,500,000 (2023: $1,500,000) which is unsecured, interest-free and repayable on demand.

As at the reporting date, the Group's and Company's lease liabilities have face value of $1,135,000 and $316,000 (2023: $818,000 and $427,000) respectively, at nominal interest rate of 2.8% to 5% and 2.8% to 5% (2023: 2.7% to 5.0% and 2.8% to 5.0%) per annum respectively and mature between 2025 to 2027 and 2025 to 2026 (2023: 2024 to 2026 and 2025 to 2026) respectively.

The Group's and the Company's exposure to interest rate, currency and liquidity risks related to trade and other payables are disclosed in Note 4.

3.7 PROVISIONS

	Warranties		Restoration costs		Onerous contracts		Total	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Group								
At 1 January	68	24	2,103	3,145	304	276	2,475	3,445
Provision made/(reversed) during the year	(60)	44	1,636	(1,334)	(50)	28	1,526	(1,262)
Unwinding of discount	-	-	236	280	-	-	236	280
Translation differences on consolidation	-	-	(383)	12	-	-	(383)	12
At 31 December	8	68	3,592	2,103	254	304	3,854	2,475
Non-current	-	-	3,592	2,103	-	-	3,592	2,103
Current	8	68	-	-	254	304	262	372
	8	68	3,592	2,103	254	304	3,854	2,475
Company								
At 1 January	-	-	33	15	-	-	33	15
Provision made during the year	-	-	2	17	-	-	2	17
Unwinding of discount	-	-	-	1	-	-	-	1
At 31 December	-	-	35	33	-	-	35	33
Non-current	-	-	35	33	-	-	35	33

Warranties

Provision for warranties is made only for those contracts for which warranty for defects is provided and when those contracts are completed. The provision is based on estimates made from historical warranty data associated with similar completed contracts.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.7 PROVISIONS (Cont'd)

Restoration costs

Restoration costs relate to the cost of dismantling and removing assets and restoring the premises to its original condition:

- as stipulated in the lease agreements; or
- In accordance with the applicable legal requirements in Kazakhstan, the Group is expected to perform recultivation works by the end of its operations.

Due to the long-term nature of the liability, the most significant uncertainty in estimating the provision is the costs for recultivation works that will be incurred. In particular, the Group has assumed that sites for the respective subsidiaries will be restored using technology and materials that are available currently. The provision has been calculated using a discount rate of 9.91% (2023: 11.4%) per annum, which is the risk-free rate in Kazakhstan. During the year, the Group provided additional provision for restoration costs of $1,581,000 (2023: reversal of provision of $1,351,000) due to change in discount rate. The Group expects to incur the liability upon the end of the expected economic useful lives of its respective operations in Kazakhstan.

Onerous contracts

Provision for onerous contracts is made for only ongoing contracts which are loss-making. The provision is based on estimates made on incremental costs and allocation of other direct costs to fulfil the contracts.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on incremental costs necessary to fulfil the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Material accounting policy information

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.8 LEASES

Leases as lessee

The Group and Company lease properties (land, warehouse, factory and office facilities) and motor vehicles. The Group and Company entered into a hire purchase agreement for the purchase of a motor vehicle and repayment is over a period of 5 years. The leases for land, warehouse, factory and office facilities run for a period of 2 to 25 years. For the factory and office facilities, there is an option to renew the factory and office facilities leases after that date and the Group and Company are restricted from entering into any sub-lease arrangements. The Group and Company estimated that the potential future lease payments, should it exercise the option to renew, would result in an increase in lease liabilities of $1,033,000 and $390,000 (2023: $1,180,000 and $390,000) respectively.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.8 LEASES (Cont'd)

Leases as lessee (Cont'd)

The Group also leases properties, plant and machinery, and motor vehicles with contract terms for one year which is deemed to be short-term leases. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

Information about leases for which the Group and Company are lessees is presented below.

Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment (Note 3.1).

	Leasehold properties $'000	Motor vehicles $'000	Total $'000
Group			
At 1 January 2023	1,857	79	1,936
Addition	200	-	200
Depreciation charge for the year	(163)	(40)	(203)
Translation differences on consolidation	(13)	-	(13)
At 31 December 2023	1,881	39	1,920
At 1 January 2024	1,881	39	1,920
Additions	3,385	110	3,495
Depreciation charge for the year	(235)	(73)	(308)
Impairment loss	(668)	-	(668)
Disposal/Termination	(239)	-	(239)
Translation differences on consolidation	(112)	-	(112)
At 31 December 2024	4,012	76	4,088

	Leasehold properties $'000	Motor vehicles $'000	Total $'000
Company			
At 1 January 2023	316	79	395
Addition	200	-	200
Depreciation charge for the year	(118)	(40)	(158)
At 31 December 2023	398	39	437
At 1 January 2024	398	39	437
Addition	-	68	68
Depreciation charge for the year	(141)	(54)	(195)
At 31 December 2024	257	53	310

	Group	
	2024 $'000	2023 $'000
Amount recognised in profit or loss		
Interest on lease liabilities	41	32
Expenses relating to short-term leases	4,957	7,024
Amount recognised in statement of cash flows		
Total cash outflow for leases	5,448	7,457

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.8 LEASES (Cont'd)

Leases as lessor

Operating lease

The Group leases out its investment property, plant and machinery and motor vehicles. The Group has classified the leases as operating lease, as the leases do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. The leases run for a period between 1 to 10 years (2023: 1 to 10 years).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date:

	Group	
	2024 **$'000**	**2023** **$'000**
Operating leases		
Within one year	1,052	623
Between one and two years	228	219
Between two and three years	228	219
Between three and four years	228	219
Between four and five years	133	219
More than five years	-	128
	1,869	1,627

Material accounting policy information

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. A right-of-use asset and a corresponding lease liability are recognised with respect to all lease arrangements, except for short-term leases (those with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Group has applied the practical expedient under SFRS(I) 16 that permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The incremental borrowing rate depends on the term, currency and start date of the lease, and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a country-specific risk adjustment; a credit risk adjustment based on bond yields; and an entity-specific adjustment when the risk profile of the entity that enters into the lease is different to that of the Group and the lease does not benefit from a guarantee from the Group.

Lease payments included in the measurement of the Group's lease liabilities comprise mainly of fixed lease payments over the lease terms.

A right-of-use asset is initially measured at cost comprising the initial lease liability, any lease payments made at or before the commencement date (less any lease incentives received), any initial direct costs and any restoration costs. The right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use assets are depreciated over the lease terms commencing from the date of the lease, and are tested for impairment in accordance with the policy similar to that adopted for property, plant and equipment in Note 3.1.

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.8 LEASES (Cont'd)

Material accounting policy information (Cont'd)

The Group as lessee (Cont'd)

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. Lease liability is remeasured by discounting the revised lease payments using a revised discount rate when there is a change in the lease term upon exercising extension options not previously included in the determination of the lease term. A corresponding adjustment is made to the related right-of-use asset.

The Group as lessor

The Group enters into lease agreements as a lessor with respect to some of its investment properties and the leases are classified as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group recognises lease payments received from investment property, plant and machinery and motor vehicles under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

3.9 DEFERRED TAX

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Group				
Property, plant and equipment	-	-	10,912	7,674
Intangible assets	-	-	2,407	1,864
Undistributed profits of subsidiaries	-	-	6,869	4,407
Tax losses carried forward	(3,456)	(3,413)	-	-
Other items	(230)	(150)	-	-
Deferred tax (assets)/liabilities	(3,686)	(3,563)	20,188	13,945
Set off of tax	1,457	1,540	(1,457)	(1,540)
Net deferred tax (assets)/liabilities	(2,229)	(2,023)	18,731	12,405

The following are the major deferred tax liabilities and (assets) recognised by the Group and the Company, and the movements thereon, during the current and prior reporting periods:

	At 1 January 2023	Recognised in profit or loss (Note 2.5)	Exchange differences	At 31 December 2023	Recognised in profit or loss (Note 2.5)	Exchange differences	At 31 December 2024
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group							
Property, plant and equipment	6,284	1,760	(370)	7,674	3,436	(198)	10,912
Intangible assets	2,385	(331)	(190)	1,864	485	58	2,407
Undistributed profits of subsidiaries	6,019	(1,510)	(102)	4,407	2,649	(187)	6,869
Tax losses carried forward	(3,895)	492	(10)	(3,413)	(450)	407	(3,456)
Other items	(164)	(1)	15	(150)	(79)	(1)	(230)
	10,629	410	(657)	10,382	6,041	79	16,502

3 OPERATING ASSETS AND LIABILITIES (Cont'd)

3.9 DEFERRED TAX (Cont'd)

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom:

	Group	
	2024 $'000	**2023* $'000**
Deductible temporary differences	1,308	421
Unutilised capital allowances	44	21
Unutilised tax losses	15,436	16,376
	16,788	16,818

* The comparatives have been changed to reflect the revised deductible temporary differences and unutilised tax losses after the tax authorities finalised the tax status of certain outstanding years of assessment.

The unutilised tax losses and capital allowances are subject to agreement by tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. The tax losses do not expire under current tax legislation.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

4.1 CATEGORIES OF FINANCIAL INSTRUMENTS

The following table sets out the categories of financial instruments as at the end of the reporting period:

		Group		Company	
	Note	**2024 $'000**	**2023 $'000**	**2024 $'000**	**2023 $'000**
Financial assets at amortised cost					
Trade and other receivables [(1)]	3.3	21,546	8,115	67,904	66,385
Cash and cash equivalents	3.5	5,700	6,478	106	185
		27,246	14,593	68,010	66,570
Financial liabilities at amortised cost					
Loans from major shareholders	5.2	(32,077)	(31,838)	(32,077)	(31,838)
Loans from non-controlling interest	5.2	(4,339)	(5,301)	-	-
Revolving credit line from bank	5.2	(9,293)	-	-	-
Trade and other payables [(2)]	3.6	(246,369)	(195,133)	(26,461)	(20,439)
		(292,078)	(232,272)	(58,538)	(52,277)

(1) Excluding tax-related receivables, deposits and prepayments.

(2) Excluding tax-related payables, Value-added/Goods and Services tax payable and withholding tax payable on dividends.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.2 FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

4.2.1 FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE ON RECURRING BASIS (BUT FAIR VALUE DISCLOSURES ARE REQUIRED)

Except as detailed in the following table, the carrying amounts of financial assets and financial liabilities at amortised cost approximate their respective fair values:

	2024			2023		
<u>Group</u>	**Carrying amount $'000**	**Fair value $'000**	**Fair value hierarchy**	**Carrying amount $'000**	**Fair value $'000**	**Fair value hierarchy**
Financial liabilities						
Loans from major shareholders	(32,077)	(31,793)	Level 2	(31,838)	(31,852)	Level 2
Loans from non-controlling interest	(4,339)	(4,906)	Level 2	(5,301)	(5,301)	N/A
Revolving credit line from bank	(9,293)	(9,428)	Level 2	-	-	N/A
Non-current trade and other payables [1]	(187,203)	(164,821)	Level 2	(147,427)	(147,765)	Level 2

(1) Excluding tax-related payables, Value-added/Goods and Services tax payable and withholding tax payable on dividends.

Measurement of fair values

Type	Valuation technique
Non-current loans and borrowings and non-current trade and other payables	Discounted cash flows: The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The carrying amount of the loan to an indirect subsidiary where the Company has the right to demand for payment before the due date is assumed to approximate its fair value.

4.3 FINANCIAL RISK MANAGEMENT POLICIES

The Group has exposure to the following risks from financial instruments:

- credit risk
- liquidity risk
- market risk

In addition, the Group has identified climate risk as an emerging risk arising from financial instruments that has a growing impact on the Group's activities. This note presents information about the Group's exposure to each of the above risks, considering climate.

Risk management framework

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the Group's operations and the risks faced by the Group.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.1 CREDIT RISK

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, other receivables and cash and cash equivalents.

The carrying amounts of financial assets in the statements of financial position represent the Group's and the Company's maximum exposures to credit risk, before taking into account any collateral held. The Group and the Company do not hold any collateral in respect of their financial assets.

Impairment losses on financial assets recognised in profit or loss were as follows:

	Group	
	2024 $'000	**2023 $'000**
Provision for loss allowance on trade and other receivables and contract assets	(373)	(548)

Trade and other receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk associated with the industry and country in which customers operate, as these factors may have an influence on credit risk. Details of concentration of revenue are included in Note 2.2.

The Group has a credit policy in place which establishes credit limits for customers and monitors their balances on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. In monitoring credit risk, customers are grouped according to their credit characteristics, including their geographical location, industry, trade history with the Group, aging profile, maturity and existence of previous financial difficulties.

The Group does not require collateral in respect of trade receivables. The Group does not have trade receivables and contract assets for which no loss allowance is recognised because of collateral.

Exposure to credit risk

The exposure to credit risk for trade and other receivables (excluding tax-related receivables, prepayments and deposits) and contract assets at the reporting date by segment was as follows:

	Group		Company	
	2024 $'000	**2023 $'000**	**2024 $'000**	**2023 $'000**
Aluminium	4,273	2,661	-	-
Cement	18,803	7,313	-	-
Others	174	83	-	-
Subsidiaries	-	-	67,904	66,385
	23,250	10,057	67,904	66,385

Concentration of credit risk relating to trade and other receivables and contract assets is limited due to the Group's many varied customers and the Company's subsidiaries.

Expected credit loss assessment for customers (trade receivables and contract assets)

The Group uses an allowance matrix to measure the lifetime ECLs of trade receivables and contract assets. Loss rates are calculated using the 'provision matrix' method based on actual credit loss experience over the past three years. These rates are adjusted by scalar factors to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.1 CREDIT RISK (Cont'd)

Trade and other receivables and contract assets (Cont'd)

Expected credit loss assessment for other receivables (excluding tax-related receivables, prepayments and deposits)

Impairment on other receivables has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its other receivables have low credit risk based on actual credit loss experience with the counterparties. The amount of the allowance on other receivables is immaterial.

Expected credit loss assessment for non-trade amounts due from and loans to indirect subsidiaries

The Company measures credit risk of its subsidiaries by assessing the risk of default by each subsidiary during the exposure period. For subsidiaries where risk of default is deemed to be insignificant, impairment loss will not be recognised on these balances. For subsidiaries where there is a significant increase in credit risk since initial grant of the balances, management will assess the cash shortfalls which may be irrecoverable and will provide for these cash shortfalls in full.

The risk of default is deemed to be insignificant for non-trade amounts due from and loans to indirect subsidiaries as at 31 December 2024 and 2023, therefore impairment loss has not been recognised on these balances.

The following table provides information about the exposure to credit risk and ECLs for trade and other receivables (excluding tax-related receivables, prepayments and deposits) and contract assets:

	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
	%	$'000	$'000	
Group				
31 December 2024				
Current (not past due)	2%	16,870	(339)	No
Past due 1 – 30 days	-	3,464	-	No
Past due 31 – 120 days	-	380	-	No
Past due more than 120 days	27%	3,954	(1,079)	Yes
		24,668	(1,418)	
31 December 2023				
Current (not past due)	4%	6,896	(260)	No
Past due 1 – 30 days	-	278	-	No
Past due 31 – 120 days	-	2,633	-	No
Past due more than 120 days	86%	3,632	(3,122)	Yes
		13,439	(3,382)	

	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
	%	$'000	$'000	
Company				
31 December 2024				
Current (not past due)	-	67,904	-	No
31 December 2023				
Current (not past due)	-	66,385	-	No

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.1 CREDIT RISK (Cont'd)

Trade and other receivables and contract assets (Cont'd)

Movements in allowance for impairment in respect of trade and other receivables (excluding prepayments and deposits) and contract assets

The movement in the allowance for impairment in respect of trade and other receivables (excluding prepayments and deposits) and contract assets during the year was as follows:

	Group	
	2024 **$'000**	**2023** **$'000**
At 1 January	3,382	3,479
Impairment loss made	373	548
Amounts utilised	(740)	(613)
Amount utilised following disposal of investment in subsidiaries	(1,604)	-
Translation differences on consolidation	7	(32)
At 31 December	1,418	3,382

In 2024, the provision for loss allowance at the Group level was mainly due to the credit-impaired trade receivables from customers of the cement segment. The weighted average loss rate for the 'past due more than 120 days' age bracket decreased due to the amount of loss allowance utilised. In 2023, the impairment loss made at the Group level was due to credit impaired receivables.

Based on the Group's and the Company's monitoring of credit risk, the Group and the Company believe that, apart from the above, no additional credit risk beyond amounts provided for collection losses is inherent in the Group's and Company's trade and other receivables and contract assets.

Cash and cash equivalents

The Group and the Company held cash and cash equivalents of $5,700,000 (2023: $6,478,000) and $106,000 (2023: $185,000) respectively as at 31 December 2024, which represent their maximum credit exposures on these assets. Cash and fixed deposits are placed with banks and financial institutions which are regulated.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents is negligible.

Guarantee

As at 31 December 2024 and 2023, the Company has issued guarantees to EPC contractors in respect of deferred payment arrangements of subsidiaries for the construction of cement plants in Kazakhstan (Note 3.6). The guarantees are subject to impairment assessment under SFRS(I) 9. The Company has assessed that the subsidiaries have strong financial capacity to meet the contractual obligations in the near future and hence, does not expect significant credit losses from the guarantees. The Company's assessment is based on qualitative and quantitative that are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, and available press information, if available, any applying experienced credit judgement).

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.1 CREDIT RISK (Cont'd)

Material accounting policy information

Non-derivative financial assets and contract assets

The Group recognises loss allowances for expected credit losses ("ECLs") on:

- financial assets measured at amortised cost; and
- contract assets.

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

The Group applies the general approach to provide for ECLs on all other financial instruments. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instrument improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Group considers a financial asset to be in default when the customer is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.1 CREDIT RISK (Cont'd)

Material accounting policy information *(Cont'd)*

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of these assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

4.3.2 LIQUIDITY RISK

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group finances its operations through a combination of internally generated cash flows and borrowings, and deferred payment arrangements with EPC contractors for the funding of construction of the cement plants. The Group also has the ability to obtain bank financing as evident from the securing and successful draw down of the revolving credit line granted from a bank, to ensure that necessary liquidity is available when required. The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. In order to respond to a severe downside scenario, management has contingency plans to reduce non-essential capital expenditure and deferring or cancelling discretionary spending to reduce costs, and explore alternative strategies such as raising capital fundings, to optimise the Group's cash flow and preserve liquidity.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.2 LIQUIDITY RISK (Cont'd)

As at 31 December 2024, the Group has non-current trade and other payables of $187,203,000 (2023: $147,427,000) (Note 3.6), non-current loans and borrowings of $41,992,000 (2023: $31,838,000) (Note 5.2) and capital commitments of $8,777,000 (2023: $69,664,000) (Note 7.1). The non-current liabilities mainly comprise amount of $169,972,000 (2023: $129,084,000) due to EPC contractors in respect of deferred payment arrangements of subsidiaries for the construction of cement plants in Kazakhstan, and loans from major shareholders and non-controlling interest ("NCI"). Management closely monitors the terms and conditions of these funding arrangements to ensure compliance with financial covenant and will seek extensions of repayment due dates as and when required. During the year, the Group has successfully extended the due dates for various payables (Note 3.6) and loans (Note 5.2) to beyond 12 months from the date of authorisation of the financial statements.

In preparing the consolidated financial statements, management and directors of the Company have considered the future liquidity of the Group based on its cash flow projection up to March 2026, which took into consideration the internally generated cash flows from operating cement plants, and continued support from the EPC contractors, major shareholders and NCI, and believe that the Group will have sufficient financial resources to manage its liquidity risk for at least the next 12 months from the date of the financial statements up to March 2026.

Exposure to liquidity risk

The following table details the Group's and Company's remaining contractual maturity for non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The table includes both interest and principal cash flows.

		Cash flows		
	Carrying amounts	**Contractual cash flows**	**Within 1 year**	**Within 1 to 5 years**
	$'000	**$'000**	**$'000**	**$'000**
Group				
31 December 2024				
Non-derivative financial liabilities				
Loans from major shareholders	32,077	(36,581)	-	(36,581)
Loans from non-controlling interest	4,339	(5,954)	-	(5,954)
Revolving credit line from bank	9,293	(9,696)	(3,940)	(5,756)
Trade and other payables*	246,369	(257,371)	(59,207)	(198,164)
	292,078	(309,602)	(63,147)	(246,455)
31 December 2023				
Non-derivative financial liabilities				
Loans from major shareholders	31,838	(37,136)	-	(37,136)
Loans from non-controlling interest	5,301	(5,301)	(5,301)	-
Trade and other payables*	195,133	(205,729)	(58,111)	(147,618)
	232,272	(248,166)	(63,412)	(184,754)

* Excluding tax-related payables, Value-added/Goods and Services tax payable and withholding tax payable on dividends.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.2 LIQUIDITY RISK (Cont'd)

Exposure to liquidity risk (Cont'd)

		Cash flows		
	Carrying amounts	**Contractual cash flows**	**Within 1 year**	**Within 1 to 5 years**
	$'000	**$'000**	**$'000**	**$'000**
<u>**Company**</u>				
31 December 2024				
Non-derivative financial liabilities				
Loans from major shareholders	32,077	(36,581)	-	(36,581)
Trade and other payables	26,461	(26,473)	(26,334)	(139)
	58,538	(63,054)	(26,334)	(36,720)
31 December 2023				
Non-derivative financial liabilities				
Loans from major shareholders	31,838	(37,136)	-	(37,136)
Trade and other payables	20,439	(20,469)	(20,209)	(260)
	52,277	(57,605)	(20,209)	(37,396)

The maturity analysis shows the contractual undiscounted cash flows of the Group's and the Company's financial liabilities on the basis of their earliest possible contractual maturity. It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

4.3.3 MARKET RISK

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables, payables and borrowings, including inter-company balances, that are denominated in a currency other than the respective functional currencies of Group entities. The functional currencies of Group entities are primarily the Singapore dollar, Tajikistan Somoni ("TJS") and Kazakhstan Tenge ("KZT"). The Group does not enter into hedging instruments to manage its foreign currency risk.

The Group is exposed to currency risk on financial instruments that are denominated in a currency other than the respective functional currencies of the Group entities. The currencies giving rise to this risk are primarily denominated in USD, TJS, KZT and CNY.

The carrying amount of the Group's and the Company's foreign currency denominated monetary assets and monetary liabilities at reporting date are as follows:

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.3 MARKET RISK (Cont'd)

Currency risk (Cont'd)

	2024				2023			
	USD	TJS	KZT	CNY	USD	TJS	KZT	CNY
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group								
Trade and other receivables*	145,947	19,936	14,402	18,640	93,850	21,760	16,064	16,775
Cash and cash equivalents	594	-	-	1,615	2,104	-	-	790
Trade and other payables*	(347,873)	-	-	(21,690)	(282,342)	-	-	(20,988)
Loans and borrowings	(20,156)	-	-	(21,213)	(19,506)	-	-	(12,332)
Net statement of financial position exposure	(221,488)	19,936	14,402	(22,648)	(205,894)	21,760	16,064	(15,755)
Company								
Trade and other receivables*	46,131	-	-	18,640	44,717	-	-	18,580
Cash and cash equivalents	15	-	-	-	136	-	-	-
Trade and other payables*	(6,015)	-	-	-	(3,924)	-	-	-
Loans and borrowings*	(20,156)	-	-	(11,922)	(19,506)	-	-	(12,332)
	19,975	-	-	6,718	21,423	-	-	6,248

* Including inter-company balances.

Sensitivity analysis

A reasonably possible strengthening/(weakening) of the functional currencies of the Company and its subsidiaries against USD, TJS, KZT and CNY at 31 December would have increased/(decreased) profit before tax by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant.

	Group		Company	
	Profit before tax		Profit before tax	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
USD (10% strengthening)	22,149	20,589	(1,998)	(2,142)
TJS (10% strengthening)	(1,994)	(2,176)	-	-
KZT (10% strengthening)	(1,440)	(1,606)	-	-
CNY (10% strengthening)	2,265	1,576	(672)	(625)

A 10% weakening of the Singapore dollar against the above currencies would have had the equal but opposite effect on the amounts shown above, on the basis that all other variables remain constant.

Interest rate risk

The Group's exposure to changes in interest rates relates primarily to its interest-earning financial assets and interest-bearing financial liabilities. Interest rate risk is managed by the Group on an on-going basis with the primary objective of limiting the extent to which net interest expense could be affected by an adverse movement in interest rates.

The Group does not use any derivative financial instruments to hedge its interest rate risk.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.3 MARKET RISK (Cont'd)

Interest rate risk (Cont'd)

Exposure to interest rate risk

At the reporting date, the interest rate profile of the Group's and Company's interest-earning/bearing financial instruments was as follows:

		Group		Company	
	Note	**2024 $'000**	**2023 $'000**	**2024 $'000**	**2023 $'000**
Fixed rate instruments					
Fixed deposits	3.5	-	44	-	-
Lease liabilities		(2)	(26)	(2)	(26)
Payables for purchase of property, plant and equipment	3.6	(134,021)	(80,884)	-	-
Revolving credit line from bank		(9,293)	-	-	-
		(143,316)	(80,866)	(2)	(26)

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

The Group is not exposed to significant risks arising from variable rate instruments.

4.3.4 OTHER RISKS

'Climate-related risks' are potential negative impacts on the Group arising from climate change. Climate-related risks have an impact on the principal risk categories, but due to their pervasive nature, they have been identified and managed by the Group on an overall basis.

The Group distinguishes between physical risks and transition risks. Physical risks arise as the result of acute weather events such as snowstorms, and longer-term shifts in climate patterns, such as sustained higher or lower temperatures and heat waves. Transition risks arise as a result of measures to mitigate the effects of climate change and transition to a low-carbon economy, i.e. changes to laws and regulations, litigation due to failure to mitigate or adapt, and shifts in supply and demand for certain commodities, products and services due to changes in consumer behaviour and investor demand.

The Group has in place a Sustainability Governance Structure that oversees the development of group-wide policies, processes and controls to incorporate climate risks in the management of principal risk categories.

The Group is in the midst of developing a climate risk framework for:

- identifying risk factors and assessing their potential impact on the Group's financial statements; and
- allocating responsibilities for managing each identified risk factor.

The Group is also in the midst of setting out principles on how to incorporate climate-related risks into stress test scenarios. Presently, the Group incurs certain operating or capital expenditures to mitigate such climate-related risks and policies. The Group has provided $3,398,000 (2023: $1,977,000) to perform recultivation works by the end of its operations in accordance with the applicable legal requirements in Kazakhstan. The Group expects to incur the liability upon the end of the expected economic useful lives of its respective operations in Kazakhstan.

4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (Cont'd)

4.3 FINANCIAL RISK MANAGEMENT POLICIES (Cont'd)

4.3.4 OTHER RISKS (Cont'd)

The Group has identified the following climate-related risk factors as having an impact on the Group's financial instruments and has included them in its principal risk management processes:

- Indirect customers exposed to increased transition risks: The Group has identified industries of customers that are subject to increased risk of climate regulation negatively affecting their business model.

Notwithstanding, there remains the risk that evolving demands for stronger protection over the environment, evolving laws and regulations and evolving decarbonisation policies may have a significant impact to the Group's financial performance in the future. The Group continues to monitor and assess the potential impact of such developments on its operations and financial performance.

5. CAPITAL STRUCTURE

5.1 CAPITAL MANAGEMENT POLICIES AND OBJECTIVES

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2023.

The capital structure of the Group consists of net debt and equity of the Group. Debt is defined by the Group as long-term and short-term loans and borrowings and lease liabilities as disclosed in Notes 5.2 and 3.6 respectively. Net debt is defined as debt after deducting cash and cash equivalents. Equity includes issued capital, reserves, accumulated profits/(losses) and non-controlling interests.

The Group is not subject to any externally imposed capital requirements.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements, except for subsidiaries in Tajikistan where companies are required to make an annual allocation of their annual profit to the statutory reserve up to 15% of share capital (Note 5.4).

5.2 LOANS AND BORROWINGS

	Group		Company	
	2024 $'000	**2023 $'000**	**2024 $'000**	**2023 $'000**
Loans from major shareholders	32,077	31,838	32,077	31,838
Loans from non-controlling interest	4,339	5,301	-	-
Revolving credit line from bank	9,293	-	-	-
	45,709	37,139	32,077	31,838
Non-current	41,992	31,838	32,077	31,838
Current	3,717	5,301	-	-
	45,709	37,139	32,077	31,838

Interest-free loans from major shareholders were measured at fair value at initial recognition and the difference between the fair value and face value of the loans was recognised in 'capital reserve', representing a contribution from owners of the Company (Note 5.4).

(i) During the year, certain loans of the Group and Company which were due in 2025 (2023: due in 2024), were extended by 2 years to 2027 (2023: extended by 3 years to 2027), and the difference between the new and old fair value amounting to $949,000 (2023: $4,531,000) was recognised in 'capital reserve' of the Group and Company (Note 5.4).

5. CAPITAL STRUCTURE (Cont'd)

5.2 LOANS AND BORROWINGS (Cont'd)

(ii) During the year, the Group and Company made early repayment of $1,319,000 (2023: $2,958,000) and this significant modification of the cash outflow of the loan resulted in a loss of $160,000 (2023: $190,000) which was recognised in 'capital reserve' of the Group and Company (Note 5.4).

Loans from non-controlling interest are unsecured, interest-free and due in 2027 (2023: due in 2027), and the non-controlling interest has the right to demand for payment before the due date. During the year, the non-controlling interest provided additional loans to the Group with face value of $493,000 (2023: $1,885,000) for the construction of additional facilities of the gypsum plasterboard plant in Tajikistan and the non-controlling interest has the right to demand for payment before the due date. Subsequently during the year, the non-controlling interest's right to demand for payment before the due date was extinguished for all loans. This change in repayment term resulted in all loans to be measured at fair value, and the difference between the fair value and face value of $1,987,000 was accounted for as adjustments to transactions with non-controlling interest in the Group's financial statements.

During the year, a subsidiary obtained a secured revolving credit line from a bank amounting to $9,340,000, with interest at 3.7% per annum and due between 2024 and 2027. As at 31 December 2024, the revolving credit line was secured by a corporate guarantee from the Company and property, plant and equipment of the Group with a net book value of $32,736,000. The Group has assessed the fair value of the corporate guarantee on inception to be insignificant. At the reporting date, the Group has not recognised a provision as the Group does not consider it probable that a claim will be made against the Group under the guarantee. Subsequently during the year, the subsidiary made repayments of $1,594,000 to the bank and further re-drawn from the credit line amounting to $1,568,000.

Information about the Group's and the Company's exposure to interest rate, currency and liquidity risks related to loans and borrowings are disclosed in Note 4.

Terms and debt repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

			2024		2023	
	Currency	**Year of maturity**	**Face value $'000**	**Carrying amount $'000**	**Face value $'000**	**Carrying amount $'000**
Group						
Loans from major shareholders	CNY, USD	2027 (2023: 2025 – 2027)	36,581	32,077	37,136	31,838
Loans from non-controlling interest	TJS	2027 (2023: 2027)	5,954	4,339	5,301	5,301
Revolving credit line from bank	CNY	2024 – 2027 (2023: nil)	9,293	9,293	-	-
			51,828	45,709	42,437	37,139
Company						
Loans from major shareholders	CNY, USD	2027 (2023: 2025 – 2027)	36,581	32,077	37,136	31,838
			36,581	32,077	37,136	31,838

5. CAPITAL STRUCTURE (Cont'd)

5.2 LOANS AND BORROWINGS (Cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Liabilities			
Group	**Loans from major shareholders $'000**	**Loans from non-controlling interest $'000**	**Lease liabilities (Note 3.6) $'000**	**Total $'000**
At 1 January 2023	38,466	3,416	1,026	42,908
Changes from financing cash flows				
Interest paid*	-	-	(32)	(32)
Payment of lease liabilities	-	-	(401)	(401)
Proceeds from loans from non-controlling interest	-	2,235	-	2,235
Repayment of loans from major shareholders	(2,958)	-	-	(2,958)
Total changes from financing cash flows	(2,958)	2,235	(433)	(1,156)
Other changes				
Liability-related				
Interest expense	1,508	-	32	1,540
Fair value adjustments	(4,341)	-	-	(4,341)
Lease modification	-	-	154	154
	(2,833)	-	186	(2,647)
Effect of changes in foreign exchange rates	(837)	(350)	-	(1,187)
At 31 December 2023	31,838	5,301	779	37,918

5. CAPITAL STRUCTURE (Cont'd)

5.2 LOANS AND BORROWINGS (Cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (Cont'd)

	Liabilities				
Group	**Loans from major shareholders $'000**	**Loans from non-controlling interest $'000**	**Lease liabilities (Note 3.6) $'000**	**Revolving credit line from bank $'000**	**Total $'000**
At 1 January 2024	31,838	5,301	779	-	37,918
Changes from financing cash flows					
Interest paid*	-	-	(41)	(172)	(213)
Payment of lease liabilities	-	-	(450)	-	(450)
Proceeds from loans from non-controlling interest	-	493	-	-	493
Proceeds from revolving credit line from bank	-	-	-	10,908	10,908
Repayment of loans from major shareholders	(1,319)	-	-	-	(1,319)
Repayment of revolving credit line from bank	-	-	-	(1,594)	(1,594)
Total changes from financing cash flows	(1,319)	493	(491)	9,142	7,825
Other changes					
Liability-related					
Interest expense	1,701	371	41	172	2,285
Fair value adjustments	(789)	(1,987)	-	-	(2,776)
Disposal/Termination	-	-	(11)	-	(11)
Lease modification	-	-	759	-	759
	912	(1,616)	789	172	257
Effect of changes in foreign exchange rates	646	161	-	(21)	786
At 31 December 2024	32,077	4,339	1,077	9,293	46,786

* Interest paid in the consolidated statement of cash flows includes interest paid to EPC contractor under a deferred payment arrangement (Note 3.6) of $2,240,000 (2023: $1,447,000).

5.3 SHARE CAPITAL

	Company	
	2024 No. of shares	**2023 No. of shares**
Fully paid ordinary shares, with no par value		
In issue at 1 January and 31 December	5,734,732,849	5,734,732,849

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company, and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

5. CAPITAL STRUCTURE (Cont'd)

5.4 RESERVES

Capital reserve

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Group's share of accumulated profits of its subsidiaries capitalised in a bonus issue of shares		404	404	-	-
Fair value adjustment arising from loans from major shareholders	5.2	10,962	10,173	10,962	10,173
Acquisition of non-controlling interest without a change in control		(26,074)	(26,074)	-	-
		(14,708)	(15,497)	10,962	10,173

Currency translation reserve

Currency translation reserve comprises foreign currency differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the functional currency of the Company and foreign currency differences on monetary items which form part of the Group's net investment in foreign operations.

During the year, the Group re-assessed that the intent and structure of the loans to subsidiaries in Kazakhstan, for which settlement is neither planned nor likely to occur in the foreseeable future, are deemed as capital and quasi-equity in nature. Accordingly, these loans were reclassified as part of the Group's net investments in foreign operations. The resulting foreign exchange differences arising from the retranslation of these loans amounting to $13,243,000 were recognised in other comprehensive income.

A restatement of $2,472,000 has been made to 'Currency translation reserve' for the year ended 31 December 2023 as a result of the winding-up of certain dormant subsidiaries in Malaysia (Note 7.3).

Accumulated profits

As at 31 December 2024, included in the Group's accumulated profits was an amount of $1,936,000 (2023: $1,936,000) relating to statutory reserve. According to the prevailing laws and regulations in Tajikistan, subsidiaries in Tajikistan are required to make an annual allocation of a minimum amount of 5% of each entity's net profit to the statutory reserve until the reserve balance reaches 15% of each entity's charter capital. The transfer to this reserve must be made before the distribution of dividends to its equity owners.

As mentioned above, a restatement of $2,472,000 has been made to the prior year's audited consolidated financial statements as a result of the transfer from the foreign currency translation reserve to the accumulated profits upon winding-up of certain dormant subsidiaries in Malaysia (Note 7.3).

Dividends

The following dividends were declared by the Group:

	Group 2024 $'000	Group 2023 $'000
Declared by subsidiaries to non-controlling interests	14,021	16,555

6. GROUP STRUCTURE

6.1 SUBSIDIARIES

	Company	
	2024 $'000	2023 $'000
Unquoted equity shares, at cost	195,456	195,456
Deemed investment	5,152	5,152
Deemed return of investment	(24,599)	(24,599)
	176,009	176,009

Deemed investment relates to the difference between the fair value and face value of the loans to an indirect subsidiary at initial recognition.

Deemed return of investment relates to the difference between the fair value and face value of the loans from a subsidiary at initial recognition and waiver of loans from a subsidiary.

Details of the subsidiaries are as follows:

Name of subsidiaries	Principal place of business/Country of incorporation	Group effective ownership interest	
		2024 %	2023 %
Held by the Company			
International Cement Holdings Pte. Ltd. (1)	Singapore	100	100
Compact Metal Industries Pte. Ltd. (1)	Singapore	100	100
Held by subsidiaries			
Held by International Cement Holdings Pte. Ltd.			
HYD Tajikistan Investment Pte. Ltd. (1)	Singapore	100	100
International Cement Kazakhstan Pte. Ltd. (1)	Singapore	100	100
International Cement Korday Pte. Ltd. (1)	Singapore	100	100
International Cement Shar Pte. Ltd. (1)	Singapore	100	100
International Cement Investment Management LLP	Kazakhstan	100	100
Cement Manufacturing International (Mauritius) (3)	Mauritius	-	90
Held by International Cement Kazakhstan Pte. Ltd.			
Alacem LLP (2)	Kazakhstan	87.5	87.5
Held by Alacem LLP			
Jetysu Terminal LLP	Kazakhstan	87.5	87.5
Held by International Cement Korday Pte. Ltd.			
Korcem LLP (2)	Kazakhstan	87.5	87.5
Held by International Cement Shar Pte. Ltd.			
Sharcem LLP (2)	Kazakhstan	75	75
Held by Sharcem LLP			
Shygys Zharyq LLC (3)	Kazakhstan	-	75
Held by HYD Tajikistan Investment Pte. Ltd.			
International Manufacturing Company Chzhungtsai Mohir Cement LLC ("IMCCMC") (2)	Tajikistan	65	65
Mohir Investment LLC (2)	Tajikistan	65	65

6. GROUP STRUCTURE (Cont'd)

6.1 SUBSIDIARIES (Cont'd)

Name of subsidiaries	Principal place of business/Country of incorporation	Group effective ownership interest	
		2024 %	2023 %
<u>Held by subsidiaries</u> (Cont'd)			
Held by IMCCMC			
Mohir Cement LLC [2]	Tajikistan	65	65
Held by Compact Metal Industries Pte. Ltd.			
Compact Metal Industries Sdn. Bhd. [4]	Malaysia	-	100
Integrate Private Limited [1]	Singapore	100	100
Selaco Aluminium Berhad [5]	Malaysia	-	98.2
Held by Compact Metal Industries Sdn. Bhd.			
Compact Bricks Sdn. Bhd. [4]	Malaysia	-	100

(1) Audited by Deloitte & Touche LLP, Singapore (2023: KPMG LLP, Singapore)
(2) Audited by other member firms of Deloitte International (2023: KPMG International) for Group consolidation purposes.
(3) Deregistered during the year.
(4) Disposed during the year.
(5) Liquidated during the year.

Deloitte & Touche LLP Singapore is the auditor of all significant Singapore-incorporated subsidiaries. Other member firms of Deloitte International are auditors of significant foreign-incorporated subsidiaries. For this purpose, a subsidiary is considered significant as defined under the Singapore Exchange Limited Listing Manual if its net tangible assets represent 20% or more of the Group's consolidated net tangible assets, or if its pre-tax profits account for 20% or more of the Group's consolidated pre-tax profits.

6.2 DISPOSAL OF SUBSIDIARIES

On 29 November 2024, the Group disposed its wholly owned subsidiaries incorporated in Malaysia, Compact Metal Industries Sdn. Bhd. and Compact Bricks Sdn. Bhd., for a total consideration of $1,662,000. As at 31 December 2024, the cash consideration received from disposal of investment in subsidiaries is $1,277,000 with an outstanding balance of $385,000 not received.

6. GROUP STRUCTURE (Cont'd)

6.2 DISPOSAL OF SUBSIDIARIES (Cont'd)

The following table summarises the amounts of assets and liabilities disposed of at the date of disposal and the computation of gain on disposal:

	2024 $'000
Property, plant and equipment	256
Investment properties	16
Trade and other receivables	107
Cash and cash equivalents	49
Tax recoverable	2
Trade and other payables	(99)
Net assets disposed off	331
Total consideration	1,662
Expenses related to disposal	(90)
Net asset derecognised	(331)
Cumulative exchange differences reclassified from currency translation reserve on loss of control of subsidiaries	(508)
Gain on disposal	733

6.3 NON-CONTROLLING INTERESTS

The following subsidiaries have non-controlling interests ("NCI") that are material to the Group.

Name of subsidiaries	Principal place of business/Country of incorporation	Operating segment	Effective ownership interest held by NCI	
			2024 %	2023 %
IMCCMC and its subsidiary ("IMCCMC Group")	Tajikistan	Cement	35	35
Alacem LLP and its subsidiary ("Alacem Group")	Kazakhstan	Cement	12.5	12.5
Sharcem LLP ("Sharcem")	Kazakhstan	Cement	25	25
Korcem LLP ("Korcem")	Kazakhstan	Cement	12.5	12.5
Mohir Investment LLC ("Mohir Investment")	Tajikistan	Others	35	35

6. GROUP STRUCTURE (Cont'd)

6.3 NON-CONTROLLING INTERESTS (Cont'd)

The following summarised financial information for the above subsidiaries is prepared in accordance with SFRS(I)s, modified for fair value adjustments on acquisition and differences in the Group's accounting policies:

	IMCCMC Group	Alacem Group	Sharcem	Korcem	Mohir Investment	Other individually immaterial subsidiaries	Intra-group elimination	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2024								
Revenue	130,160	89,146	30,363	113	7,478			
Profit for the year	25,083	9,584	(9,212)	(17,856)	(8,857)			
Other comprehensive income	2,060	464	1,128	808	57			
Total comprehensive income	27,143	10,048	(8,084)	(17,048)	(8,800)			
Attributable to NCI:								
Profit/(Loss) for the year	8,779	1,198	(2,303)	(2,232)	(3,100)	59	-	2,401
Other comprehensive income	721	58	282	101	20	-	-	1,182
Total comprehensive income	9,500	1,256	(2,021)	(2,131)	(3,080)	59	-	3,583
Non-current assets	150,040	103,878	48,855	186,728	36,132			
Current assets	38,857	40,202	18,477	7,013	3,939			
Non-current liabilities	(16,981)	(70,365)	(23,178)	(131,230)	(12,108)			
Current liabilities	(57,764)	(61,152)	(60,180)	(75,752)	(15,705)			
Net assets/(liabilities)	114,152	12,563	(16,026)	(13,241)	12,258			
Net assets/(liabilities) attributable to NCI	39,953	1,570	(4,007)	(1,655)	4,290	-	-	40,151
Cash flows from/(used in) operating activities	37,449	23,339	10,602	(1,551)	(474)			
Cash flows used in investing activities	(1,350)	(16,442)	(8,232)	(22,975)	(896)			
Cash flows (used in)/ from financing activities (dividends to NCI: $16,832,000)	(20,021)	5,389	-	(822)	494			
Net increase/(decrease) in cash and cash equivalents	16,078	12,286	2,370	(25,348)	(876)			

6. GROUP STRUCTURE (Cont'd)

6.3 NON-CONTROLLING INTERESTS (Cont'd)

	IMCCMC Group	Alacem Group	Sharcem	Korcem	Mohir Investment	Other individually immaterial subsidiaries	Intra-group elimination	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
2023								
Revenue	141,944	81,019	28,185	-	337			
Profit for the year	31,606	11,664	204	2,216	191			
Other comprehensive income	(9,517)	(2,312)	(20)	(24)	(623)			
Total comprehensive income	22,089	9,352	184	2,192	(432)			
Attributable to NCI:								
Profit/(Loss) for the year	11,062	1,458	51	277	67	(9)	-	12,906
Other comprehensive income	(3,331)	(289)	(5)	(3)	(218)	8	-	(3,838)
Total comprehensive income	7,731	1,169	46	274	(151)	(1)	-	9,068
Non-current assets	152,122	117,321	57,262	113,640	39,123			
Current assets	43,731	24,242	15,884	3,704	5,941			
Non-current liabilities	(10,865)	(66,063)	(25,387)	(80,400)	(10,377)			
Current liabilities	(60,054)	(59,400)	(63,564)	(35,942)	(30,397)			
Net assets/(liabilities)	124,934	16,100	(15,805)	1,002	4,290			
Net assets/(liabilities) attributable to NCI	46,889	2,013	(3,951)	125	1,502	-	-	46,578
Cash flows from/(used in) operating activities	47,751	28,593	12,979	(744)	(3,163)			
Cash flows (used in)/from investing activities	(2,385)	(7,081)	(6,876)	(19,236)	(6,521)			
Cash flows (used in)/ from financing activities (dividends to NCI: $17,075,000)	(18,514)	(3,698)	-	-	2,235			
Net increase/(decrease) in cash and cash equivalents	26,852	17,814	6,103	(19,980)	(7,449)			

7. OTHERS

7.1 CAPITAL COMMITMENTS

	Group	
	2024 **$'000**	**2023** **$'000**
Capital expenditure contracted to construct additional facilities in existing cement plants in Kazakhstan (2023: construct additional facilities of an existing cement plant in Kazakhstan, construction of a new cement plant in Kazakhstan and construction of a new freight and warehousing facilities in Kazakhstan) but not recognised in the financial statements	8,777	69,664

7.2 RELATED PARTIES

Other related party transactions

Other than disclosed elsewhere in the financial statements, transactions with related parties are as follows:

	Transaction value		Balance outstanding	
	2024 **$'000**	**2023** **$'000**	**2024** **$'000**	**2023** **$'000**
Purchase of services				
Non-controlling interest	(675)	(641)	-	-

All outstanding balances with related parties are to be settled in cash within credit terms. None of the balances are secured.

Key management personnel

Key management personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling activities of the Group. The directors of the Company and members of the management team of the Group are considered to be key management personnel.

Key management personnel compensation

Key management personnel compensation comprised:

	Group	
	2024 **$'000**	**2023** **$'000**
Short-term employee benefits	2,776	2,480
Contributions to defined contribution plans	83	85
	2,859	2,565

7.3 RESTATEMENTS OF COMPARATIVE FIGURES

A restatement of $2,472,000 has been made to the prior year's audited consolidated financial statements as a result of the transfer from the foreign currency translation reserve to the accumulated profits upon winding-up of certain dormant foreign subsidiaries.

As these amounts are reclassifications within the equity attributable to owners of the Company, these transfers did not have any effect on the consolidated statement of financial position nor operating cash flows of the Group.

7. OTHERS (Cont'd)

7.3 RESTATEMENTS OF COMPARATIVE FIGURES (Cont'd)

The following table summarises the impact on the prior year's audited consolidated financial statements of the Group.

	Group		
	As previously reported $'000	**Adjustment $'000**	**Restated $'000**
Consolidated Statement of Profit or Loss			
Other expenses	(3,933)	(2,472)	(6,405)
Results from operating activities	45,521	(2,472)	43,049
Profit before tax	47,594	(2,472)	45,122
Profit for the year	29,054	(2,472)	26,582
Profit attributable to owners of the Company	16,148	(2,472)	13,676
Basic earnings per share (cents)	0.282	(0.044)	0.238
Diluted earnings per share (cents)	0.282	(0.044)	0.238
Consolidated Statement of Comprehensive Income			
Profit for the year	29,054	(2,472)	26,582
Loss on winding-up of foreign operations to profit or loss account	-	2,472	2,472
Other comprehensive income for the year, net of tax	(13,843)	2,472	(11,371)
Consolidated Statement of Financial Position			
Equity attributable to owners of the Company			
Currency translation reserve	(37,201)	2,472	(34,729)
Accumulated profits	20,314	(2,472)	17,842
	244,440	-	244,440
Consolidated Statement of Changes in Equity (attributable to owners of the Company)			
Profit for the year	16,148	(2,472)	13,676
Loss reclassified to profit or loss on winding-up of subsidiaries	-	2,472	2,472
Consolidated Statement of Cash Flows			
Profit for the year	29,054	(2,472)	26,582
Loss on winding-up of dormant subsidiaries	-	2,472	2,472
Net cash from operating activities	78,881	-	78,881

7.4 STANDARDS ISSUED BUT NOT EFFECTIVE

At the date of authorisation of these financial statements, the Group and Company have not applied the following SFRS(I) pronouncements that have been issued but are not yet effective:

<u>Effective for annual periods beginning on or after 1 January 2026</u>

- Amendments to SFRS(I) 9 and SFRS(I) 7: *Amendments to the Classification and Measurement of Financial Instruments*
- Annual Improvements to SFRS(I)s – Volume 11

<u>Effective for annual periods beginning on or after 1 January 2027</u>

- SFRS(I) 18 *Presentation and Disclosure in Financial Statements*
- SFRS(I) 19 *Subsidiaries without Public Accountability: Disclosures*

7. OTHERS (Cont'd)

7.4 STANDARDS ISSUED BUT NOT EFFECTIVE (Cont'd)

Management anticipates that the adoption of the above SFRS(I)s, SFRS(I) INTs and amendments to SFRS(I) in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption except for the following:

Annual Improvements to SFRS(I)s – Volume 11

The Annual Improvements include amendments to five standards which are limited to changes that either clarify the wording in the standards or correct relatively minor unintended consequences, oversights or conflicts between the requirements of the standards. Amendments are made to SFRS(I) 1 First-time Adoption of Singapore Financial Reporting Standards (International), SFRS(I) 7 Financial Instruments: Disclosures, SFRS(I) 9 Financial Instruments, SFRS(I) 10 Consolidated Financial Statements and SFRS(I) 1-7 Statement of Cash Flows to address potential confusion arising from the inconsistency in wording between the standards or the accompanying implementation guidance or arising from an obsolete reference to deleted paragraph in the standards, and to provide clarity to certain paragraph in the standards and application of the requirements in the standards.

The amendments are effective for annual periods beginning on or after 1 January 2026, with early application permitted. The amendments do not include transition requirements, other than that an entity is required to apply the amendment to SFRS(I) 9:2.1(b)(ii) to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. The Group is in the process of assessing the potential impact of the amendments on its financial statements.

SFRS(I) 18 Presentation and Disclosures in Financial Statements

SFRS(I) 18 replaces SFRS(I) 1-1, carrying forward many of the requirements in SFRS(I) 1-1 unchanged and complementing them with new requirements. In addition, some SFRS(I) 1-1 paragraphs have been moved to SFRS(I) 1-8 and SFRS(I) 7. Furthermore, minor amendments to SFRS(I) 1-7 and SFRS(I) 1-33 *Earnings per Share* have been made.

SFRS(I) 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss;
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements; and
- improve aggregation and disaggregation.

An entity is required to apply SFRS(I) 18 for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted. The amendments to SFRS(I) 1-7 and SFRS(I) 1-33, as well as the revised SFRS(I) 1-8 and SFRS(I) 7, become effective when an entity applies SFRS(I) 18. SFRS(I) 18 requires retrospective application with specific transition provisions. The Group is in the process of assessing the potential impact of the amendments on its financial statements.

Shareholding Statistics

As at 14 March 2025

Class of shares	:	Ordinary shares fully paid
Voting rights	:	One vote per share
No. of issued and paid-up shares	:	5,734,732,849

ANALYSIS OF SHAREHOLDINGS

RANGE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	283	4.22	13,347	0.00
100 - 1,000	2,653	39.56	1,086,131	0.02
1,001 - 10,000	1,867	27.84	8,038,462	0.14
10,001 - 1,000,000	1,797	26.79	250,474,231	4.37
1,000,001 AND ABOVE	107	1.59	5,475,120,678	95.47
	6,707	**100.00**	**5,734,732,849**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES HELD	%
1	UOB KAY HIAN PRIVATE LIMITED	3,009,521,800	52.48
2	CITIBANK NOMINEES SINGAPORE PTE LTD	543,654,750	9.48
3	HSBC (SINGAPORE) NOMINEES PTE LTD	370,093,400	6.45
4	DBSN SERVICES PTE. LTD.	249,923,900	4.36
5	ZHANG ZENGTAO	217,500,000	3.79
6	DBS NOMINEES (PRIVATE) LIMITED	182,106,409	3.18
7	RAFFLES NOMINEES (PTE.) LIMITED	123,385,085	2.15
8	SL CAPITAL VENTURES PTE LTD	108,000,000	1.88
9	SIN SOON TENG	106,793,200	1.86
10	PHILLIP SECURITIES PTE LTD	86,930,717	1.52
11	WU XINGHUI	70,916,430	1.24
12	MAYBANK SECURITIES PTE. LTD.	28,467,528	0.50
13	ABN AMRO CLEARING BANK N.V.	19,645,200	0.34
14	LEE HOCK KHENG	16,000,000	0.28
15	SIM LEE HOON	15,750,000	0.27
16	QUEK HAN BOON	15,145,000	0.26
17	CHNG BENG HUA	14,500,000	0.25
18	TIGER BROKERS (SINGAPORE) PTE. LTD.	14,311,100	0.25
19	OCBC SECURITIES PRIVATE LIMITED	13,468,400	0.23
20	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	13,458,165	0.23
		5,219,571,084	**91.00**

REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 14 MARCH 2025

	Direct interest No. of shares	% of total issued shares (1)	Deemed interest No. of shares	% of total issued shares (1)
Victory Gate Ventures Limited (2)	–	–	3,150,000,000	54.93
Zhang Zengtao (3)	217,500,000	3.79	3,150,000,000	54.93
Ma Zhaoyang (4)	–	–	1,467,500,000	25.59

Notes:

1. As a percentage of the issued share capital of the Company comprising 5,734,732,849 ordinary shares.

2. Victory Gate Ventures Limited's ("**VGVL**") interest in 3,150,000,000 shares were held under the name of nominees – Citibank Nominees Singapore Pte Ltd, DBSN Services Pte Ltd, HSBC (Singapore) Nominees Pte Ltd and UOB Kay Hian Pte Ltd.

3. Zhang Zengtao holds 100% shares in VGVL and is therefore deemed to be interested in the shares held by VGVL by virtue of Section 7(4) of the Companies Act 1967.

4. Ma Zhaoyang's deemed interest in the 1,467,500,000 Shares were held under the name of nominees – Citibank Nominees Singapore Pte Ltd, DBSN Services Pte Ltd, HSBC (Singapore) Nominees Pte Ltd and UOB Kay Hian Pte Ltd.

PERCENTAGE OF SHAREHOLDING IN THE HANDS OF PUBLIC

As at 14 March 2025, 15.07% of the issued share capital of the Company was held in the hands of the public (based on the information available to the Company). The Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited. The Company does not have treasury shares and subsidiary holdings.

Disclosure of Information on Directors Seeking Re-Election

Mr Zhang Zengtao, Mr Ng Kian Guan and Mr Lee Chow Soon are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 25 April 2025 ("**AGM**") ("**Retiring Directors**").

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the following is the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST:

	MR ZHANG ZENGTAO	MR NG KIAN GUAN	MR LEE CHOW SOON
Date of appointment	5 November 2015	25 June 2021	30 December 2024
Date of last re-appointment	28 April 2022	28 April 2022	Not applicable
Age	41	67	85
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	Mr Zhang has been in the cement industry for the past 16 years, taking on different roles over the years in the cement manufacturing business. The Board opined that Mr Zhang has contributed positively to the Company and the Group in FY2024, offering his knowledge, experience and expertise from the operational perspective of the cement business and diversity of the Board. The Board recommended his re-election. Refer to the disclosures set out under "Board diversity", "Directors' selection and nomination process" and "Directors' rotation and re-election" of the Corporate Governance Report in this Annual Report.	Mr Ng has over 30 years of experience in banking and finance with strong expertise in Corporate Banking, Risk Management, Remedial Management, and Group Credit Management. The Board is of the view that Mr Ng has the relevant professional qualification and working experience to continue to contribute to the diversity of the Board and the Company. The Board recommended his re-election. Refer to the disclosures set out under "Board diversity", "Directors' selection and nomination process" and "Directors' rotation and re-election" of the Corporate Governance Report in this Annual Report.	Mr Lee is an established corporate practitioner with extensive legal experience. Mr. Lee is the Senior Partner of Tan Lee & Partners, where his areas of practice include commercial and corporate law, property law, and construction law. The Board is of the view that Mr Lee Chow Soon has the relevant professional qualification and working experience to continue to contribute to the diversity of the Board and the Company. The Board recommended his re-election. Refer to the disclosures set out under "Board diversity", "Directors' selection and nomination process" and "Directors' rotation and re-election" of the Corporate Governance Report in this Annual Report.
Whether appointment is executive, and if so, the area of responsibility	Executive. Area of responsibility is that of the CEO of the Company.	Non-Executive.	Non-Executive.

Disclosure of Information on Directors Seeking Re-Election (Cont'd)

	MR ZHANG ZENGTAO	MR NG KIAN GUAN	MR LEE CHOW SOON
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director Chief Executive Officer	Lead Independent Director Nominating Committee Chairman Audit Committee Member Remuneration Committee Member	Independent Director Audit Committee Member
Professional qualifications	Master of Business Administration from Xi'an Jiaotong University	1. Bachelor of Business Administration - National University of Singapore 2. Diploma of Investment Analysis - Singapore Securities Research Institute 3. Advanced Bank Management Program - Asian Institute of Management 4. Asian Banking Management Program - Insead EuroAsia Centre 5. Certificate in Real Estate Agency - Singapore Institute of Surveyor and Valuers 6. Pacific Rim Bankers Program - University of Washington 7. Advanced Management Program, 55th AMP - University of Pennsylvania, The Wharton Business School 8. Executive Diploma in Directorship - SMU and SID	L.L.B., Bachelor of Laws (London) L.L.B. Hons., Bachelor of Laws with Honours (Singapore)
Working experience and occupation(s) during the past 10 years	Refer to the Director's profile of Mr Zhang disclosed under the section titled "Board of Directors" of this Annual Report.	Refer to the Director's profile of Mr Ng disclosed under the section titled "Board of Directors" of this Annual Report.	Refer to the Director's profile of Mr Lee disclosed under the section titled "Board of Directors" of this Annual Report.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or any of its principal subsidiaries	Nil	Nil	Nil
Conflict of interests (including any competing business)	Nil	Nil	Nil

	MR ZHANG ZENGTAO	MR NG KIAN GUAN	MR LEE CHOW SOON
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7)) Or Appendix 7H (Catalist Rule 704(6))	Yes	Yes	Yes
Shareholding interest in the listed issuer and its subsidiaries?	Yes	Yes	No
Shareholding Details	Direct interest: 217,500,000 ordinary shares Indirect interest: 3,150,000,000 ordinary shares	Direct interest: 10,000,000 ordinary shares	Nil
Other principal commitments including directorships Past (for the last 5 years) Presen	Refer to the Director's profile of Mr Zhang disclosed under the section titled "Board of Directors" of this Annual Report.	Refer to the Director's profile of Mr Ng disclosed under the section titled "Board of Directors" of this Annual Report.	Refer to the Director's profile of Mr Lee disclosed under the section titled "Board of Directors" of this Annual Report.
Information required pursuant to Listing Rule 704(7) under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual	Mr Zhang's responses under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual are all "No".	Mr Ng's responses under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual are all "No".	Mr Lee's responses under items (a) to (k) of the Appendix 7.4.1 of the SGX-ST Listing Manual are all "No".

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of INTERNATIONAL CEMENT GROUP LTD. (the "**Company**") will be held at Orchard Grand Court, Lloyd II at 131 Killiney Road, Level 2, Singapore 239571 on Friday, 25 April 2025 at 9:00 a.m., for the following purposes:

AS ORDINARY BUSINESSES

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2024 together with the Auditors' Report thereon.
(Resolution 1)

2. To re-elect Mr Zhang Zengtao, a Director who is retiring pursuant to Regulation 102 of the Company's Constitution.
[See Explanatory Note (i)] **(Resolution 2)**

3. To re-elect Mr Ng Kian Guan, a Director who is retiring pursuant to Regulation 102 of the Company's Constitution.
[See Explanatory Note (ii)] **(Resolution 3)**

4. To re-elect Mr Lee Chow Soon, a Director who is retiring pursuant to Regulation 106 of the Company's Constitution.
[See Explanatory Note (iii)] **(Resolution 4)**

5. To approve the payment of Directors' fees of S$205,000.00 for the financial year ending 31 December 2025 and to authorise the Directors of the Company an option to pay the said fees quarterly in arrears. (2024: S$185,000.00)
(Resolution 5)

6. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company for the financial year ending 2025 and to authorise the Directors of the Company to fix their remuneration.
(Resolution 6)

7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

8. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

(a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

(i) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and

(ii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues,

at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and

(b) (notwithstanding that the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:

the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the Company, and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities outstanding or subsisting at the time this resolution is passed;

(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and

such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
[See Explanatory Note (iv)] **(Resolution 7)**

By Order of the Board

Loo Shi Yi
Company Secretary

Singapore, 7 April 2025

Explanatory Notes:

(i) **Ordinary Resolution 2**: Mr Zhang Zengtao will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company. Key information on Mr Zhang can be found under the sections titled "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-election" of the Company's 2024 Annual Report.

(ii) **Ordinary Resolution 3**: Mr Ng Kian Guan will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Nominating Committee, and member of the Audit Committee and Remuneration Committee. Mr Ng will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Ng can be found under the sections titled "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-election" of the Company's 2024 Annual Report.

(iii) **Ordinary Resolution 4**: Mr Lee Chow Soon will, upon re-election as a Director of the Company, remain as the Independent Director, and member of the Audit Committee. Mr Lee will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Key information on Mr Lee can be found under the sections titled "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-election" of the Company's 2024 Annual Report.

(iv) **Ordinary Resolution 7**: This resolution, if passed, will authorise and empower the Directors of the Company from the date of the above AGM until the next AGM to issue shares in the capital of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

For the purpose of Resolution 7, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this proposed ordinary resolution is passed after adjusting for new shares arising from the conversion or exercise of Instruments or the vesting of share awards outstanding or subsisting at the time when this proposed ordinary resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

(1) The AGM of the Company will be held, in a wholly physical format at Orchard Grand Court, Lloyd II at 131 Killiney Road, Level 2, Singapore 239571 on Friday, 25 April 2025 at 9:00 a.m.. **There will be no option for members to participate virtually**.

(2) This Notice of AGM, Proxy Form, 2024 Annual Report and its Appendix will be sent to members by electronic means via publication on the Company's corporate website at the URL https://internationalcementgroup.com/notice-of-meeting/ and is also made available on SGXNet at the URL https://www.sgx.com/securities/company-announcements. For convenience, printed copies of this Notice of AGM and Proxy Form will also be sent by post to members.

(3) In view of the guidance note issued by the Singapore Exchange Regulation, members may also submit questions relating to the resolutions to be tabled for approval at the AGM in the following:

(a) submitting question via mail to the Company's registered office at 100 Tras Street, #18-01, 100 AM, Singapore 079027, or email to ir@internationalcementgroup.com prior to the AGM manner by 9:00 a.m. on 14 April 2025; or

(b) "live" at the AGM.

When submitting the questions, please provide the Company with the following details, for verification purpose:–

(i) Full name;
(ii) NRIC number;
(iii) current address;
(iv) contact number; and
(v) number of Shares held.

Please also indicate the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

Shareholders are encouraged to submit their questions before **9:00 a.m. on 14 April 2025** as this will allow the Company to have sufficient time to address all substantial and relevant submitted questions. The Company will respond to these questions and published it on the (i) SGX's website and (ii) the Company's corporate website on or before **9:00 a.m. on 20 April 2025** (at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms). The minutes of the AGM will be published on (i) the SGX's website (ii) the Company's corporate website, within one (1) month after the date of the AGM.

(4) A member who is not a relevant intermediary*, entitled to attend, speak and vote at the AGM is entitled to appoint not more than two proxies or Chairman to attend, speak and vote in his/her stead at the AGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company.

(5) A member who is a relevant intermediary* may appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Relevant intermediary has the meaning ascribed to it in section 181 of the Companies Act.

*Relevant intermediary is either:

(i) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
(ii) a capital markets services license holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
(iii) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1963, in respect of shares purchased on behalf of CPF investors.

(6) The instrument appointing the proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the proxy or proxies is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.

(7) In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of a proxy(ies) for that resolution will be treated as invalid.

(8) The instrument appointing proxy(ies), together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be deposited to the Company in the following manner:-

(a) mail to the Company's registered office at 100 Tras Street, #18-01, 100 AM, Singapore 079027; or

(b) email to ir@internationalcementgroup.com.

in each case, by 9:00 a.m. on 22 April 2025, being no later than 72 hours before the time fixed for the AGM, and in default the instrument of proxy shall not be treated as valid.

(9) Investors who hold shares through CPF Investment Scheme or Supplementary Retirement Scheme ("**SRS**"):-

(a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

(b) may appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes

at least seven (7) working days before the AGM (i.e. by **5:00 p.m. on 15 April 2025)**.

(10) The Company shall be entitled to reject the instrument appointing the proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy or proxies (including any related attachment or supporting documents) (such as in the case where the appointor submits more than one instrument appointing the proxy or proxies).

(11) In the case of a member whose Shares are entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing the proxy or proxies lodged if such member, being appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

(12) The Company's 2024 Annual Report has been published and may be accessed at the Company's corporate website at the URL https://internationalcementgroup.com/annual-reports/ "Annual Report 2024" and is also made available on SGXNet at the URL https://www.sgx.com/securities/company-announcements
.
(13) If you wish to receive a printed copy of the 2024 Annual Report, please complete and return the request form to the Company's office at 100 Tras Street, #18-01, 100 AM, Singapore 079027 at by no later than 14 April 2025.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) submitting any question prior or at the AGM of the Company in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing, administration and analysis by the Company (or its agents) of proxy(ies) and representative(s) appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;

(iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;

(iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and

(v) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

The member's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the AGM of the Company may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM of the Company. Accordingly, the personal data of a member (such as his name, his presence at the AGM of the Company and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.

INTERNATIONAL CEMENT GROUP LTD.
(Company Registration No. 201539771E)
(Incorporated in the Republic of Singapore)

PROXY FORM
(Please see notes overleaf before completing this Form)

[TO BE EFFECTIVE THIS FORM MUST BE SUBMITTED NO LATER THAN 2:00 P.M. ON 22 APRIL 2025]

IMPORTANT:
1. The AGM of the Company will be held, in a wholly physical format at Orchard Grand Court, Lloyd II at 131 Killiney Road, Level 2, Singapore 239571, on Friday, 25 April 2025 at 9:00 a.m.. There will be no option for members to participate virtually.
2. For investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR THEIR INFORMATION ONLY.
3. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 April 2025.
5. A relevant intermediary may appoint more than two proxies to attend the AGM and vote (please see Note 3 for the definition of "relevant intermediary").

PLEASE READ THE NOTES TO THE PROXY FORM

I/We, ____________________ (Name) ____________________ (NRIC/Passport No./ Company Registration No.), of ____________________ (Address)

being a *member/members of **International Cement Group Ltd.** (the "**Company**"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing whom, Chairman of the Annual General Meeting ("**AGM**" or "**Meeting**"), as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the AGM of the Company to be convened and held at Orchard Grand Court, Lloyd II at 131 Killiney Road, Level 2, Singapore 239571 on Friday, 25 April 2025 at 9:00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated below. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any matter arising at the AGM and at any adjournment thereof. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as *my/our proxy for that resolution will be treated as invalid.

No.	Resolutions relating to:	No. of votes 'For'**	No. of votes 'Against'**	No. of votes 'Abstain'**
Ordinary Businesses				
1	To receive and adopt Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024, together with the Auditors' Report thereon.			
2	To re-elect Mr Zhang Zengtao as a Director of the Company.			
3	To re-elect Mr Ng Kian Guan as a Director of the Company.			
4	To re-elect Mr Lee Chow Soon as a Director of the Company.			
5	To approve Directors' fees for the financial year ending 31 December 2025.			
6	To re-appoint Messrs Deloitte & Touche LLP as auditors and to authorise the Directors to fix their remuneration.			
Special Businesses				
7	Authority to allot and issue shares			

* *Delete where inapplicable.*
** *If you wish to exercise all your votes "For" or "Against", or "Abstain" please tick with "√" within the box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each resolution.*

Note: *Please note that the short descriptions given above of the resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of AGM for the full purpose and intent of the resolutions to be passed.*

Dated this____________________day, ____________________ of 2025

Total number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	
Total	

~~Signature of Member(s) and/or Common Seal of Corporate Shareholder~~

IMPORTANT – PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. A proxy need not be a member of the Company.

3. A member who is a Relevant Intermediary* entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote at the AGM instead of such member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

   * A "Relevant Intermediary" means:

   (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. The instrument appointing a proxy(ies) or Chairman of the Meeting as proxy must be deposited in the following manner;

   i) if submitted by post, be deposited at the Company's registered office at 100 Tras Street, #18-01, 100 AM, Singapore 079027; or

   ii) if submitted electronically, be submitted via email to the Company at ir@internationalcementgroup.com.

   in either case, by 9:00 a.m. on 22 April 2025 being not less than seventy-two (72) hours before the time appointed for holding the AGM.

5. The instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorized in writing. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized. Where the instrument appointing proxy(ies) or the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

6. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, 1967.

7. Investors who hold shares through Relevant Intermediaries*, including under the Central Provident Fund Investment Scheme ("**CPF Investors**") or the Supplementary Retirement Scheme ("**SRS Investors**"), and who wish to appoint the Chairman of the AGM as a proxy should approach their respective Relevant Intermediaries*, including CPF Agent Banks or SRS Operators, to submit their votes at least seven (7) working days before the AGM (i.e. by 5:00 p.m. on 15 April 2025).

8. The Company shall be entitled to reject the instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy.

9. In the case of members whose Shares entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) or the Chairman of the Meeting as proxy lodged if such members, being the appointor, are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the virtual AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 April 2025.

INTERNATIONAL CEMENT GROUP

SINGAPORE

CORPORATE HEADQUARTERS

International Cement Group Ltd.
100 Tras Street #18-01 100 AM
Singapore 079027
Tel: (65) 6486 7858
Fax: (65) 6486 7851
Email: contactus@internationalcementgroup.com
Website: www.internationalcementgroup.com

ALUMINIUM SEGMENT

Compact Metal Industries Pte. Ltd.
100 Tras Street #18-01 100 AM
Singapore 079027
Tel: (65) 6486 7858
Fax: (65) 6486 7851
Email: info@compact.com.sg

Integrate Private Limited
100 Tras Street #18-01 100 AM
Singapore 079027
Tel: (65) 6486 7858
Fax: (65) 6486 7851
Email: info@integrate.com.sg

TAJIKISTAN

CEMENT SEGMENT

International Manufacturing Company Chzhungtsai Mohir Cement LLC
19 Promzona Street, Dahana Town,
Yovon District, Khatlon Region,
Tajikistan
Tel: (992) 99999 8808

Mohir Cement LLC
Industrial Zone, Village Council of Madaniyat Village,
Jaloliddin Balkhi District, Khatlon Region,
Tajikistan
Tel: (992) 99999 8824

OTHERS SEGMENT

Mohir Investment LLC
19 Promzona Street, Dahana Town,
Yovon District, Khatlon Region,
Tajikistan
Tel: (992) 99999 8808

KAZAKHSTAN

CENTRAL ASIA HEADQUARTERS

International Cement Investment Management LLP
Samal-1 Microdistrict, 15, Medeusky District, Almaty City,
Kazakhstan 050059

CEMENT SEGMENT

Alacem LLP
Building 1, 8-th km, Kyzylzhar Shosse,
Kerbulak District, Kyzylzhar Village, Almaty Oblast,
Kazakhstan
Tel: (7) 777 156 10 62

Sharcem LLP
Building 20, Zhanazhol Street, Konyrbiik Village,
Karasu Rural District, Zharma District, East Kazakhstan Region,
Kazakhstan
Tel: (7) 775 693 06 15

Korcem LLP
Building 148, St. Baydibek, Korday Village,
Korday District, Jambyl Region,
Kazakhstan
Tel: (7) 701 111 26 50